

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**SoundThinking, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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April 29, 2024

Dear Stockholder:

You are cordially invited to attend the 2024 Annual Meeting of Stockholders of **SoundThinking, Inc.** The meeting will be held virtually, via a live audio webcast at [www.meetnow.global/MMAL92P](http://www.meetnow.global/MMAL92P) on Tuesday, June 11, 2024 at 9:00 a.m., Pacific Time (the "Annual Meeting"). The attached Notice of Annual Meeting of Stockholders and Proxy Statement describe the formal business to be transacted at the meeting.

We believe that a virtual meeting provides expanded stockholder access and participation and improved communications, while affording stockholders the same rights as if the meeting were held in person, including the ability to vote shares electronically and ask questions during the meeting in accordance with our rules of conduct for the meeting. We encourage you to attend online and participate. We recommend that you log in a few minutes before 9:00 a.m., Pacific Time, on June 11, 2024 to ensure you are logged in when the Annual Meeting starts.

You may vote your shares by proxy or online at the Annual Meeting. The Annual Meeting is being held so that stockholders may vote on the election of the two Class I directors, the approval, on an advisory basis, of the compensation of our named executive officers, the ratification of the appointment of Baker Tilly US, LLP as our independent registered public accounting firm for the year ending December 31, 2024, and any other business properly brought before the meeting. Please see the enclosed Notice of Annual Meeting and Proxy Statement for information on how to vote your shares.

The Board of Directors unanimously recommends a vote FOR each of its nominees for Class I director, FOR the advisory approval of compensation of our named executive officers, as disclosed in the enclosed Proxy Statement and FOR the ratification of our independent registered public accounting firm.

On behalf of our Board of Directors, officers and employees, I would like to take this opportunity to thank you for your continued support. We look forward to your attendance at the Annual Meeting.

Sincerely,

A handwritten signature in black ink, appearing to read "RAC", is positioned above the typed name of the sender.

Ralph A. Clark  
President and Chief Executive Officer

**SoundThinking, Inc.**  
39300 Civic Center Dr., Suite 300  
Fremont, CA 94538  
[www.soundthinking.com](http://www.soundthinking.com)  
+1 888 274 6877 toll free

**SoundThinking, Inc.**  
**39300 Civic Center Dr., Suite 300**  
**Fremont, CA 94538**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

You are cordially invited to attend the 2024 Annual Meeting of Stockholders (the “Annual Meeting”) of SoundThinking, Inc. (the “Company”). The meeting will be held virtually via a live audio webcast at [www.meetnow.global/MMAL92P](http://www.meetnow.global/MMAL92P), on Tuesday, June 11, 2024 at 9:00 a.m., Pacific Time. We believe that a virtual meeting provides expanded stockholder access and participation and improved communications, while affording stockholders the same rights as if the meeting were held in person, including the ability to vote shares electronically and ask questions during the meeting in accordance with our rules of conduct for the meeting. We encourage you to attend online and participate. Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting.

The Annual Meeting will be held for the following purposes and to conduct any other business properly brought before the Annual Meeting:

1. To elect the two nominees for Class I director named in the accompanying Proxy Statement, each to hold office until the 2027 annual meeting of stockholders and until the director’s successor is duly elected and qualified or until the director’s earlier death, resignation or removal.
2. To approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers, as disclosed in the accompanying Proxy Statement.
3. To ratify the appointment by the Audit Committee of the Board of Directors of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

These proposals are more fully described in the Proxy Statement following this Notice.

The Board of Directors recommends that you vote (i) FOR the election of both nominees to serve as Class I directors of the Company, (ii) FOR the non-binding advisory approval of executive compensation and (iii) FOR the ratification of the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024.

In accordance with rules established by the Securities and Exchange Commission, we are providing you access to our proxy materials over the Internet. Accordingly, we plan to mail a Notice of Internet Availability of Proxy Materials (the “Notice”) to our stockholders on or about April 29, 2024. The Notice will describe how to access and review our proxy materials, including our Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2023. The Notice will also describe how you may submit your proxy on the Internet or by telephone. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice. We encourage stockholders to take advantage of the availability of the proxy materials by the Internet to help reduce the environmental impact and cost of the Annual Meeting.

The Board of Directors has fixed the close of business on April 17, 2024 as the record date for the determination of the stockholders entitled to notice of, and to vote at, the Annual Meeting. Accordingly, only stockholders of record at the close of business on that date will be entitled to vote at the Annual Meeting. A list of stockholders entitled to vote will be available for inspection during normal business hours for 10 days ending the day prior to the Annual Meeting at our address above. A complete list of such stockholders will also be available for examination by any stockholder for a period of 10 days ending the day prior to the Annual Meeting for any purpose germane to the Annual Meeting by contacting [stockholders@soundthinking.com](mailto:stockholders@soundthinking.com).

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All stockholders are cordially invited to attend the Annual Meeting. Whether or not you plan to attend the Annual Meeting, please vote as soon as possible.

By Order of the Board of Directors,



Alan R. Stewart  
Secretary and Chief Financial Officer  
April 29, 2024

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 11, 2024 at 9:00 a.m. Pacific Time via a live audio webcast at [www.meetnow.global/MMAL92P](http://www.meetnow.global/MMAL92P).**

**The Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2023 are available at [www.edocumentview.com/SSTI](http://www.edocumentview.com/SSTI).**

**YOUR VOTE IS IMPORTANT**

**You are cordially invited to attend the Annual Meeting, which will be held via a live audio webcast. Whether or not you expect to attend the Annual Meeting, please cast your vote as promptly as possible in order to ensure your representation at the meeting. If you are a stockholder of record, please vote by the internet or by telephone, or, if you elect to receive a paper proxy card by mail, by completing, dating, signing and returning the proxy mailed to you. Submitting your vote via the internet or by telephone or proxy card will not affect your right to vote online if you decide to attend the Annual Meeting. If your shares are held in street name (held for your account by a broker, bank, or other nominee), you will receive instructions from your nominee explaining how to vote your shares, and you will have the option to cast your vote by telephone or over the internet if your voting instructions from your nominee include instructions for doing so. Even if you have voted by proxy, you may still vote online if you attend the virtual meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Annual Meeting, you must obtain a proxy issued in your name from that record holder.**

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**SOUNDTHINKING, INC.**  
**PROXY STATEMENT**  
**FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON**  
**TUESDAY, JUNE 11, 2024 AT 9:00 A.M. PACIFIC TIME**  
**QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING**

**Why did I receive a notice regarding the availability of proxy materials on the Internet?**

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials over the Internet. Accordingly, we will send you a Notice of Internet Availability of Proxy Materials (the “Notice”) because the Board of Directors (the “Board”) of SoundThinking, Inc. (referred to as the “Company” or “SoundThinking”) is soliciting your proxy to vote at the 2024 Annual Meeting of Stockholders (the “Annual Meeting”), including any adjournments or postponements of such meeting. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. Please note that while our proxy materials are available at the website referenced in the Notice, and our Notice, Proxy Statement and Annual Report on Form 10-K are available on our website, no other information contained on either website is incorporated by reference in or considered to be a part of this document.

We intend to first mail the Notice and make this proxy statement and the form of proxy card available to stockholders on or about April 29, 2024.

**Will I receive any other proxy materials by mail?**

We may send you a proxy card, along with a second Notice, on or after May 9, 2024. You may also request that we mail you a full set of the proxy materials. Instructions on how to request a printed copy may be found in the Notice.

**What is the date, time and place of the Annual Meeting?**

The Annual Meeting will be held virtually via a live audio webcast at [www.meetnow.global/MMAL92P](http://www.meetnow.global/MMAL92P) on Tuesday, June 11, 2024 beginning at 9.00 a.m. Pacific Time. Any stockholder can listen to and participate in the Annual Meeting via the live audio webcast, and we believe that a virtual meeting provides expanded stockholder access and participation and improved communications, while affording stockholders the same rights as if the meeting were held in person, including the ability to vote shares electronically and submit questions and comments during the meeting in accordance with the rules of conduct for the meeting. We encourage you to attend online and participate.

**How do I attend and ask questions during the Annual Meeting?**

We will be hosting the Annual Meeting via live audio webcast only. The meeting will start at 9:00 a.m. Pacific Time on Tuesday, June 11, 2024. Stockholders attending the Annual Meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting.

You can attend the meeting by accessing [www.meetnow.global/MMAL92P](http://www.meetnow.global/MMAL92P), and entering the 15-digit control number included on your Notice or your proxy card if you received one by mail. If you are a registered stockholder (i.e., you hold your shares through our transfer agent, Computershare Limited (“Computershare”)), you do not need to register to attend the Annual Meeting virtually on the Internet. Please follow the instructions on the Notice or proxy card that you received.

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Beneficial owners who do not have a control number may gain access to the meeting by registering in advance. To register to attend the Annual Meeting online by webcast you must submit proof of your proxy power (legal proxy) reflecting your SoundThinking holdings along with your name and email address to Computershare. Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., Eastern Time, on June 1, 2024. You will receive a confirmation of your registration by email after we receive your registration materials. Requests for registration should be directed to us at the following: by email—forward the email from your broker, or attach an image of your legal proxy, to [legalproxy@computershare.com](mailto:legalproxy@computershare.com) or by mail to Computershare, SoundThinking Legal Proxy, P.O. Box 43006, Providence, RI 02940-3006.

We recommend that you log in a few minutes before 9:00 a.m. Pacific Time to ensure you are logged in when the Annual Meeting begins.

If you would like to submit a question during the Annual Meeting after you are logged in, questions can be submitted by accessing the meeting center at [www.meetnow.global/MMAL92P](http://www.meetnow.global/MMAL92P). To help ensure that we have a productive and efficient meeting, and in fairness to all stockholders in attendance, you will also find posted our rules of conduct for the Annual Meeting when you log in prior to its start. These rules of conduct will include the following guidelines:

- You may submit questions and comments only electronically via chat function through the meeting portal [www.meetnow.global/MMAL92P](http://www.meetnow.global/MMAL92P) during the Annual Meeting.
- Only stockholders of record as of the record date for the Annual Meeting and their proxy holders may submit questions or comments.
- Please direct all questions to Ralph Clark, our President, Chief Executive Officer and Director.
- Please include your name and affiliation, if any, when submitting a question or comment.
- Limit your remarks to one brief question or comment that is relevant to the Annual Meeting and/or our business.
- Questions may be grouped by topic by our management.
- Questions may be ruled out of order if they are, among other things, irrelevant to our business, related to pending or threatened litigation, disorderly, repetitious of statements already made, or in furtherance of the speaker’s own personal, political or business interests.
- Be respectful of your fellow stockholders and Annual Meeting participants.
- No audio or video recordings of the Annual Meeting are permitted.

If you attend the virtual meeting as described above, you will be deemed to be attending in person, as provided by Delaware law. Information on how to vote at the Annual Meeting is discussed below.

### **What if I have technical difficulties or trouble accessing the virtual Annual Meeting?**

If you have any technical difficulties or any questions regarding the virtual meeting website, please refer to the technical support telephone number posted on the virtual meeting website login page, where technicians will be available to help you. If there are any technical issues in convening or hosting the meeting, we will promptly post information to our investor relations website, <http://ir.soundthinking.com>, including information on when the meeting will be reconvened.

### **Who is entitled to vote at the Annual Meeting?**

Only stockholders of record at the close of business on April 17, 2024, the record date for the Annual Meeting, are entitled to receive notice of and to participate in the Annual Meeting. If you were a stockholder of



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record on that date, you will be entitled to vote all of the shares you held on that date at the Annual Meeting. As of the record date, there were 12,793,456 shares of common stock outstanding, all of which are entitled to be voted at the Annual Meeting.

### **What am I voting on?**

At the Annual Meeting, stockholders will act upon the matters outlined in the Notice of Annual Meeting of Stockholders. There are three matters scheduled for a vote:

- Election of the two Class I directors named herein, each to hold office until the 2027 annual meeting of stockholders or until the director's successor is duly elected and qualified or until the director's earlier death, resignation or removal (Proposal 1);
- Non-binding advisory approval of the compensation of the Company's named executive officers, as disclosed in this Proxy Statement in accordance with SEC rules (Proposal 2); and
- Ratification of the appointment by the Audit Committee of the Board (the "Audit Committee") of Baker Tilly US, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 (Proposal 3).

### **What if another matter is properly brought before the Annual Meeting?**

The Board does not know of any other matters to be brought before the meeting. If other matters are presented, proxy holders have discretionary authority to vote all proxies in accordance with their best judgment. Discretionary authority for them to do so is provided for in the proxy card.

### **How do I vote?**

For Proposal 1, you may either vote FOR all of the nominees for election to the Board or you may WITHHOLD your vote for any nominee you specify. For each of the other matters to be voted on you may either vote FOR or AGAINST or abstain from voting.

### ***Stockholder of Record: Shares Registered in Your Name***

If on April 17, 2024, your shares were registered directly in your name with our transfer agent, Computershare, then you are a stockholder of record. As a stockholder of record, you may vote online at the virtual Annual Meeting or vote by proxy through the internet, by telephone or by using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the Annual Meeting, we urge you to cast your vote as soon as possible to ensure your vote is counted. You may still attend the Annual Meeting and vote at the Annual Meeting even if you have already voted by proxy. This is only required if you want to change your original vote, since votes will not be double counted.

#### **By Internet**

You may vote your shares from any location in the world through the website of the Company's tabulator, Computershare. Please follow the steps outlined on the Notice or your proxy card. Your shares will be voted in accordance with your instructions.

#### **By Telephone**

You may vote your shares by calling 1-800-652-VOTE (8683) and following the instructions on your proxy card.

#### **By Mail**

If you received a proxy card by mail, you may vote by completing, dating and signing the proxy card and promptly mailing it in the postage-paid envelope provided.

#### **During the Meeting**

To vote at the meeting, visit [www.meetnow.global/MMAL92P](http://www.meetnow.global/MMAL92P) (you will need the 15-digit control number printed on your Notice)

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Internet and telephone voting facilities for stockholders of record will be available for 24 hours a day and will close at 8:59 p.m. Pacific Time on June 10, 2024.

### ***Beneficial Owner: Shares Registered in the Name of a Broker or Bank***

If on April 17, 2024, your shares were held, not in your name, but rather in an account at a brokerage firm, bank or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account and you should have received instructions from that organization as to how to do so, including by internet, telephone or mail. You are also invited to attend the virtual Annual Meeting. However, because you are not the stockholder of record, you may not vote your shares online at the meeting unless you request and obtain a valid proxy from your broker, bank or other agent.

**Internet proxy voting will be provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.**

### **How many votes do I have?**

Each share of common stock you owned as of April 17, 2024 is entitled to one vote on each matter that is submitted to stockholders for approval.

### **If I am a stockholder of record and I do not vote, or if I otherwise cast my vote without giving specific voting instructions, what happens?**

If you are a stockholder of record and do not vote by completing your proxy card by telephone, through the internet or online at the Annual Meeting, your shares will not be voted.

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, FOR the election of both nominees for Class I director, FOR the advisory approval of executive compensation, and FOR the ratification of the appointment by the Audit Committee of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

If any other matter is properly presented at the Annual Meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using that individual’s best judgment.

### **If I am a beneficial owner of shares held in street name and I do not provide my broker or bank with voting instructions, what happens?**

If you are a beneficial owner of shares held in street name and you do not instruct your broker, bank or other agent how to vote your shares, your broker, bank or other agent may still be able to vote your shares in its discretion depending on whether the particular proposal is considered to be a routine matter under applicable rules. Brokers and nominees can use their discretion to vote “uninstructed” shares with respect to matters that are considered to be “routine” under applicable rules but not with respect to “non-routine” matters.

Proposal 1 (election of directors) and Proposal 2 (advisory approval of executive compensation) are considered to be “non-routine” matters, but Proposal 3 (to ratify the appointment by the Audit Committee of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for the year ending

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December 31, 2024) is considered to be a “routine” matter. Accordingly, your broker or nominee may not vote your shares on Proposal 1 and Proposal 2 without your instructions but may vote your shares on Proposal 3 even in the absence of your instruction.

***If you are a beneficial owner of shares held in street name, and you do not plan to attend the Annual Meeting, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.***

### **What are “broker non-votes”?**

As discussed above, when a beneficial owner of shares held in street name does not give voting instructions to his or her broker, bank or other securities intermediary holding his or her shares as to how to vote on matters deemed to be “non-routine,” the broker, bank or other such agent cannot vote the shares. When there is at least one “routine” matter that the broker, bank or other securities intermediary votes on, the shares that are un-voted on “non-routine” matters are counted as “broker non-votes.” Proposal 3 is considered to be a “routine” matter and we therefore expect brokers, banks or other securities intermediaries to vote on that proposal. Proposal 1 and Proposal 2 are considered to be “non-routine” and we therefore expect broker non-votes to exist in connection with those proposals.

***As a reminder, if you a beneficial owner of shares held in street name, in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.***

### **What constitutes a quorum?**

A quorum of stockholders is necessary to hold a valid meeting. The presence at the Annual Meeting, in person or by proxy, of the holders of common stock representing a majority of the voting power of the outstanding shares of stock entitled to vote on the record date will constitute a quorum, permitting the meeting to conduct its business. Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you attend the meeting. As of the record date, there were 12,793,456 shares of common stock outstanding, all of which are entitled to be voted at the Annual Meeting. As described above, stockholders attending the virtual meeting will be deemed to be attending in person, as provided by Delaware law, and their shares will be counted towards the quorum requirement. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, either the chairperson of the Annual Meeting or the holders of a majority of the voting power of the shares represented thereat may adjourn the Annual Meeting to another date.

### **What vote is required for adoption or approval of each proposal and how will the votes be counted?**

The following table summarizes the minimum vote needed to approve each proposal and the effect of abstentions and broker non-votes.

<u>Proposal Number</u>	<u>Proposal Description</u>	<u>Vote Required for Approval</u>	<u>Voting Options</u>	<u>Effect of Abstentions or Withhold Votes (as applicable)</u>	<u>Effect of Broker Non-Votes</u>	<u>Board Recommendations</u>
1	Election of Directors named in this Proxy Statement	The two nominees receiving the most FOR votes; withheld votes will have no effect	FOR or WITHHOLD	No effect	No effect	FOR both nominees

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<u>Proposal Number</u>	<u>Proposal Description</u>	<u>Vote Required for Approval</u>	<u>Voting Options</u>	<u>Effect of Abstentions or Withhold Votes (as applicable)</u>	<u>Effect of Broker Non-Votes</u>	<u>Board Recommendations</u>
2	Advisory approval of the compensation of the Company's named executive officers	FOR votes from the holders of a majority of the voting power of shares present virtually or represented by proxy and entitled to vote on the matter	FOR, AGAINST, or ABSTAIN	Against	No effect	FOR
3	Ratification of the appointment by the Audit Committee of Baker Tilly US, LLP as the Company's independent registered public accounting firm for fiscal year ending December 31, 2024	FOR votes from the holders of a majority of the voting power of shares present virtually or represented by proxy and entitled to vote on the matter	FOR, AGAINST, or ABSTAIN	Against	Not applicable	FOR

### **Who will count the vote?**

Representatives of Computershare Trust Company, N.A. will tabulate the votes and act as inspectors of election.

### **How can I find out the results of the voting at the Annual Meeting?**

Preliminary voting results may be announced at the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

### **Can I change my vote after submitting my proxy?**

#### ***Stockholder of Record: Shares Registered in Your Name***

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the internet.
- You may send a timely written notice that you are revoking your proxy to our Corporate Secretary at 39300 Civic Center Dr., Suite 300, Fremont, California 94538. Such notice will be considered timely if it is received at the indicated address by the close of business on the business day one week preceding the date of the Annual Meeting.

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- You may attend the Annual Meeting and vote online. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted.

***Beneficial Owner: Shares Registered in the Name of Broker or Bank***

If your shares are held by your broker, bank or other agent, you should follow the instructions provided by your broker, bank or other agent.

**Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by email, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

**What does it mean if I receive more than one Notice?**

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the Notices to ensure that all of your shares are voted.

**What proxy materials are available on the internet?**

The Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2023 are available at [www.edocumentview.com/SSTI](http://www.edocumentview.com/SSTI).

**PROPOSAL 1  
ELECTION OF DIRECTORS**

Under our amended and restated certificate of incorporation, the Board is divided into three classes, with only one class of directors being elected in each year and each class, Class I, Class II and Class III, serving a three-year term. Each director serves until the expiration of the term for which such director was elected or appointed, or until such director's earlier death, resignation or removal. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified.

Our directors are currently divided among the three classes as follows:

- Class I, which consists of William J. Bratton and Deborah A. Grant, whose terms will expire at the Annual Meeting;
- Class II, which consists of Pascal Levensohn and Roberta Jacobson, whose terms will expire at the 2025 annual meeting of stockholders; and
- Class III, which consists of Ralph A. Clark, Marc Morial and Ruby Sharma, whose terms will expire at the 2026 annual meeting of stockholders.

Our Board currently consists of seven members, two of whom are in the class whose term of office expires at the upcoming Annual Meeting. We expect that any additional directorships resulting from any future increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one third of the directors. The division of our Board into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control.

Upon the recommendation of the Nominating and Corporate Governance Committee, the Board has considered and nominated Mr. Bratton and Ms. Grant to serve as Class I directors. Each of the nominees is currently a director of the Company who was previously elected by the stockholders.

Our management has no reason to believe that any nominee will be unable or, if elected, will decline to serve. If elected at the Annual Meeting, each of these nominees would serve until the 2027 annual meeting of stockholders and until her or his successor has been duly elected, or if sooner, until the director's death, resignation or removal. In the event that any of these nominees should become unavailable for election due to any presently unforeseen reason, proxies will be voted for a substitute as designated by the Board, or alternatively, the Board may leave a vacancy on the Board or reduce the size of the Board.

**Vote Required**

Directors are elected by a plurality of the votes of the holders of shares present at the meeting virtually or represented by proxy and entitled to vote on the election of directors. Accordingly, the two nominees receiving the highest number of FOR votes will be elected. Because directors need only be elected by a plurality of the vote, in an uncontested election broker non-votes and withheld votes will not affect whether any particular nominee has received sufficient votes to be elected in such cases. There is no cumulative voting. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the two nominees named above.

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### Our Board of Directors

The following table sets forth, for the Class I nominees (Mr. Bratton and Ms. Grant) and our other directors who will continue in office after the Annual Meeting, their ages and position/office held with us as of the date of this Proxy Statement:

<u>Name</u>	<u>Age</u>	<u>Position/Office Held With SoundThinking</u>
<b><i>Class I directors, whose terms will expire at the Annual Meeting</i></b>		
William J. Bratton <sup>(3)</sup>	76	Director
Deborah A. Grant <sup>(2)(3)</sup>	62	Director
<b><i>Class II directors, whose terms will expire at the 2025 annual meeting of stockholders</i></b>		
Pascal Levensohn <sup>(1)</sup>	63	Director, Chair of the Board
Roberta Jacobson <sup>(2)(3)</sup>	64	Director
<b><i>Class III directors, whose terms will expire at the 2026 annual meeting of stockholders</i></b>		
Ralph A. Clark	65	President and Chief Executive Officer
Marc Morial <sup>(1)(2)</sup>	66	Director
Ruby Sharma <sup>(1)</sup>	57	Director

(1) Member of the Audit Committee.

(2) Member of the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”).

(3) Member of the Compensation and Human Capital Committee of the Board (the “Compensation and Human Capital Committee”).

The biographies of each of our nominees for election to the Board as Class I directors, and all other directors are set forth below, including the offices held, other business directorships and the class and term of each director nominee and director. Each of the biographies highlights specific experience, qualifications, attributes and skills that led us to conclude that such person should serve as a director. We believe that, as a whole, our Board possesses the requisite skills and characteristics, leadership traits, work ethic and independence to provide effective oversight. No director or executive officer is related by blood, marriage, or adoption to any other director or executive officer. No arrangements or understandings exist between any director and any other person pursuant to which such person was selected as a director or nominee.

### Class I Director Nominees for Election at the Annual Meeting

*William J. Bratton* has served as a member of our Board since November 2017 and previously served as a member of our Board from April 2013 until December 2013. Since September 2016, Mr. Bratton has served as Senior Managing Director of Teneo Holdings, a global CEO advisory firm, and as Executive Chairman of its Teneo Risk division. From January 2014 until September 2016, Mr. Bratton served a second term as Commissioner of the New York City Police Department (“NYPD”), by appointment. From November 2012 to December 2013, Mr. Bratton served as Chief Executive Officer of the Bratton Group LLC, a New York City-based public safety and law enforcement consulting firm, which has consulted extensively in the United States and Latin America on policing, public safety and rule-of-law initiatives. From September 2010 to November 2012, Mr. Bratton served as Chairman of Kroll Advisory Solutions (“Kroll”), a global security solutions and specialized law enforcement company, the successor to Altegrity Risk International where he served as Chairman from November 2009 to November 2012. From October 2002 to October 2009, Mr. Bratton served as Chief of the Los Angeles Police Department (“LAPD”). From 1996 until his appointment as LAPD Chief, Mr. Bratton worked in the private sector, including as Senior Consultant to Kroll’s Public Services Safety Group and Crisis and Consulting Management Group. From 1994 to 1996, Mr. Bratton served his first term as Commissioner of the NYPD by appointment. Mr. Bratton has also served as head of a number of other police agencies including commissioner of the Boston Police Department, Chief of Police of the New York City Transit Police Department, Superintendent of the Massachusetts Metropolitan District Commission of Police and Chief of

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Police for the Massachusetts Bay Transportation Authority. Mr. Bratton is the Vice Chairman of the Homeland Security Advisory Council and serves as a director of Mission Ready Solutions, Inc., a provider of government contracting solutions. He holds a bachelor's degree in law enforcement from Boston State College/University of Massachusetts, and is a graduate of the FBI National Executive Institute and the Senior Executive Fellows Program at Harvard's John F. Kennedy School of Government. Our Board believes that Mr. Bratton's significant experience in law enforcement both in the United States and abroad and his insight in criminal justice system operations qualify him to serve on our Board.

*Deborah A. Grant* is the President and CEO of Corporate Playbook Consulting, LLC, a company that provides leaders with strategic direction to elevate diversity, inclusion, philanthropy and culture in the workplace, which she founded in October 2016. From October 2013 to February 2017, Ms. Grant served as President of the GE Foundation and from September 2002 to February 2017, she served as Global Chief Diversity Officer at General Electric Company, where she worked for 30 years. Ms. Grant also created and hosts Dining with Deb, an innovative dining experience that brings together professional women across racial, religious and political lines to drive meaningful connections. Ms. Grant was appointed to and served on the Federal Communications Commission's Advisory Committee on Diversity and Digital Empowerment. Ms. Grant also serves as an independent director at Daniel J. Edelman Holdings. Ms. Grant holds a B.A. in sociology from Louisiana State University and an M.P.A. from Southern University in Baton Rouge, Louisiana. Our Board believes that Ms. Grant's experience in executive leadership and human capital matters qualify her to serve on our Board.

### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH NAMED NOMINEE.**

#### **Class II Directors Continuing in Office Until the 2025 Annual Meeting of Stockholders**

*Pascal Levensohn* has served as a member of our Board since 2007 and currently serves as Chair of the Board. Mr. Levensohn is currently the Senior Managing Director of Dolby Family Ventures, a venture investing organization, and has served in this position since 2014. Since 1996, Mr. Levensohn has also served as the founder and Manager of Levensohn Venture Partners LLC, a venture capital firm, as the Chief Executive Officer of Levensohn Global LLC, a consulting firm, and as the Senior Strategic Advisor for Silicon Castles GmbH, an investment firm. He is currently the director of several private companies. From April 2007 until April 2011, Mr. Levensohn served on the board of directors of the National Venture Capital Association. He is a member of the Council on Foreign Relations. Mr. Levensohn holds an A.B. in Government from Harvard University. Our Board believes that Mr. Levensohn's experience investing in technology businesses and his service on numerous boards of directors qualify him to serve on our Board.

*Ambassador Roberta Jacobson* is a senior advisor at DGA/Albright Stonebridge Group, a global business strategy firm based in Washington, D.C. and served a 100-day term as the National Security Council's coordinator for the southern border of the United States from January 2021 to April 2021. From November 2020 to January 2021, Ambassador Jacobson served as a volunteer Agency Review Team member for the Biden Administration presidential transition team to directly support transition efforts related to the U.S. Department of State. From May 2016 to May 2018, Ambassador Jacobson served as U.S. ambassador to Mexico. From July 2011 to May 2016, Ambassador Jacobson served as the State Department's acting assistant secretary and then assistant secretary for Western Hemisphere affairs. Ambassador Jacobson holds a B.A. from Brown University and a Master of Arts degree in Law and Diplomacy from Tufts University Fletcher School of Law and Diplomacy. Our Board believes that Ambassador Jacobson's experience in international business and diplomatic affairs qualifies her to serve on our Board.

#### **Class III Directors Continuing in Office Until the 2026 Annual Meeting of Stockholders**

*Ralph A. Clark* has served as our President and Chief Executive Officer and as a member of our Board since August 2010. From September 2005 until July 2010, Mr. Clark served as Chief Executive Officer of



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GuardianEdge Technologies, Inc., an endpoint data security firm. Prior to that, Mr. Clark served as Vice President, Finance of Adaptec, Inc. following Adaptec's acquisition of Snap Appliances, Inc., where he had been Chief Financial Officer. Mr. Clark is a member of the board of directors of Trinet Group, Inc., a provider of comprehensive human resources for small and medium-size businesses. Mr. Clark is also a member of the board of directors of Glowforge, a private company manufacturer of 3D laser printers. Mr. Clark also has held various positions at start-up companies, served in executive sales and marketing roles at IBM and worked as an investment banker at Goldman Sachs and Merrill Lynch. Mr. Clark holds a B.S. in economics from the University of the Pacific and an M.B.A. from Harvard Business School. Our Board believes that Mr. Clark's significant business experience from both inside and outside our industry and his role as our Chief Executive Officer qualify him to serve on our Board.

*Marc Morial* has served as a member of our Board since September 2015. Since 2003, Mr. Morial also has served as the President and Chief Executive Officer of the National Urban League, a civil rights organization dedicated to economic empowerment in order to elevate the standard of living in historically underserved urban communities. From 1994 to 2002, Mr. Morial served as the Mayor of New Orleans, Louisiana. Prior to serving as Mayor of New Orleans, Mr. Morial held other various positions in public office and nonprofit management. Mr. Morial has a B.A. in economics from the University of Pennsylvania and a J.D. from Georgetown University. Our Board believes that Mr. Morial's experience in serving underserved urban communities, local governments and community organizations qualifies him to serve on our Board.

*Ruby Sharma* has served as a member of our Board since December 2021. From September 2018 to December 2022, she has served as Managing Partner of RNB Strategic Advisors, a strategic advisory firm. From 2004 to 2017, Ms. Sharma served as Senior Partner and from 2002 to 2004 as Senior Manager at Ernst & Young LLP. From 1999 to 2002, Ms. Sharma served as Senior Manager at Arthur Andersen LLP. From 1996 to 1998, Ms. Sharma served as Senior Manager at Grant Thornton GmbH. Ms. Sharma holds a B.A. in Economics from Delhi University. Ms. Sharma is a Fellow Chartered Accountant of the Institute of Chartered Accountants in England and Wales and completed an Executive Program at Northwestern University Kellogg School of Management. Our Board believes that Ms. Sharma's significant experience in accounting and auditing matters qualifies her to serve on our Board.

## INFORMATION REGARDING THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

### Director Independence

Our common stock is listed on the Nasdaq Capital Market (“Nasdaq”). Under Nasdaq listing requirements and rules, a majority of the members of a listed company’s board of directors must qualify as “independent”, as affirmatively determined by the company’s board of directors. The Board consults with the Company’s counsel to ensure that the Board’s determinations are consistent with relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in Nasdaq listing standards.

Consistent with these considerations, after review of all relevant identified transactions or relationships between each director, or any of his or her family members, and the Company, its senior management and its independent auditors, the Board has affirmatively determined that each of the Company’s directors, other than Mr. Clark, is independent within the meaning of the applicable Nasdaq listing standards. In making this determination, our Board considered the current and prior relationships that each non-employee director has with our Company and all other facts and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director and the transactions involving them described in “Certain Relationships and Related Party Transactions.”

### Board Leadership

Our Chair of the Board is currently Pascal Levensohn, an independent director. Currently, our Board believes that it is in the best interests of the Company and our stockholders to have the roles of Chair of the Board and Chief Executive Officer held by different persons. The Company believes that separation of the positions of Board Chair and Chief Executive Officer reinforces the independence of the Board in its oversight of the business and affairs of the Company. In addition, the Company believes that having an independent Board Chair creates an environment that is more conducive to objective evaluation and oversight of management’s performance, increasing management accountability and improving the ability of the Board to monitor whether management’s actions are in the best interests of the Company and its stockholders. As a result, the Company believes that having an independent Board Chair can enhance the effectiveness of the Board as a whole. Our Nominating and Corporate Governance Committee periodically considers the leadership structure of our Board, including the separation of the Chair of the Board and Chief Executive Officer roles, and makes such recommendations to our Board as our Nominating and Corporate Governance Committee deems appropriate. Our corporate governance guidelines provide that, when the positions of Chair of the Board and Chief Executive Officer are held by the same person, the independent directors may designate a “lead independent director.”

Our Chief Executive Officer is the principal executive officer of the Company and has general charge and supervision of the business and strategic direction of the Company. Our Chair of the Board facilitates the board’s oversight of management and the Company’s long-range strategy and business initiatives, and serves as a liaison between management and independent directors.

The Chair of the Board has the following responsibilities:

- preside over and manage the meetings of the Board;
- facilitate communication among the Chair of the Board, the Board as a whole, Board committees and management, and encouraging director participation in discussions;
- approve the scheduling of meetings of the Board, lead the preparation of the agenda for each meeting and approve the agenda and materials for each meeting;
- serve as liaison between management and independent directors;
- represent the Board at annual meetings of stockholders and be available, when appropriate, for consultations with stockholders;

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- act as an advisor to the Chief Executive Officer on strategic aspects of the business; and
- such other duties as prescribed by the Board.

If the Board elects a lead independent director, such lead independent director will have the following responsibilities:

- with the Chair of the Board, establish the agenda for regular Board meetings and serve as Chair of the Board meetings in the absence of the Chair of the Board;
- establish the agenda for meetings of the independent directors;
- coordinate with the committee chairs regarding meeting agendas and information requirements;
- preside over meetings of the independent directors;
- preside over any portions of meetings of the Board at which the evaluation or compensation of the Chief Executive Officer is presented or discussed;
- preside over any portions of meetings of the Board at which the performance of the Board is presented or discussed; and
- coordinate the activities of the other independent directors and perform such other duties as may be established or delegated by the Chair of the Board.

### **Board and Committee Self Assessments**

On an annual basis, the Board, the Audit Committee, the Compensation and Human Capital Committee and the Nominating and Corporate Governance Committee conduct self-assessments to ensure effective performance and to identify opportunities for improvement. As part of the self-assessment process, directors respond to a comprehensive questionnaire that asks them to consider various topics related to board and committee composition, structure, effectiveness and responsibilities. Each committee, as well as the Board as a whole, then reviews and assesses the responses from this assessment and any recommendations to the Board. The results of the assessments are then discussed by the Board with a view toward taking action to address any issues presented.

### **Board and Committee Meetings and Attendance**

Our Corporate Governance Guidelines provide that all directors are expected to prepare for, attend and participate in all meetings of the Board and committees on which they serve. During 2023, the Board met six times. The Audit Committee held four meetings, the Compensation and Human Capital Committee held five meetings, and the Nominating and Corporate Governance Committee held two meetings in 2023. No member of the Board attended fewer than 75% of the aggregate of the total number of meetings of the Board (held during the period for which he or she was a director) and the total number of meetings held by all committees of the Board on which such director served (held during the period that such director served).

Although we do not have a formal policy regarding attendance by Board members at annual meetings of stockholders, we encourage our directors to attend such meetings. All of our current directors who served at the time of our 2023 annual meeting of stockholders attended that meeting.

### **Executive Sessions**

Executive sessions, which are meetings at which only independent directors are present, are regularly scheduled throughout the year, typically at the time of each regular Board meeting and as frequently as such independent directors deem appropriate. A director designated at each executive session by the non-management or independent directors, as applicable, presides at the executive sessions. If a lead independent director is elected, such person will preside at executive sessions.

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### **Communications with the Board**

The Board has adopted a formal process by which stockholders may communicate with the Board or any of its directors. Stockholders or interested parties who wish to communicate with our Board or with an individual director may do so by mail to our Board or the individual director at 39300 Civic Center Dr., Suite 300, Fremont, California, 94538, Attn: Corporate Secretary.

Communications addressed to the Board or to a Board member are distributed to the Board or to any individual director or directors as appropriate. Any such communication is promptly distributed to the director or directors named therein unless such communication is considered, either presumptively or in the reasonable judgment of the Company's Corporate Secretary, to be improper for submission to the intended recipient or recipients. Examples of communications that would presumptively be deemed improper for submission include, without limitation, solicitations, communications that raise grievances that are personal to the sender, communications that relate to the pricing of the Company's products or services, communications that do not relate directly or indirectly to the Company and communications that are frivolous in nature.

### **Board Composition and Refreshment**

All Board members are highly engaged and actively involved in overseeing our strategy. We are thoughtful in our approach to Board refreshment and we engage in Board succession planning. As a result of our approach, our director nominees represent diverse perspectives and experiences and bring core strategic, operating, financial and governance skills and experience to our Board.

As stated in our Corporate Governance Guidelines, the Board will consider diversity (including diversity of gender, race, ethnicity, age, sexual orientation and gender identity), skills and other factors as it deems appropriate. The Board values diversity and recognizes the importance of having unique and complementary backgrounds and perspectives in the board room. The Board endeavors to bring together diverse skills, professional experience, perspectives, age, race, ethnicity, gender and cultural backgrounds that reflect our customer base and the citizens served by our customers, and to guide us in a way that reflects the best interests of all of our stockholders.

Below is our Nasdaq Board Diversity Matrix as of April 29, 2024 and last year's Board Diversity Matrix is available in our 2023 proxy statement filed with the SEC on May 1, 2023. The following Board Diversity Matrix sets forth certain self-identified personal demographic characteristics of our directors.

#### *Board Diversity Matrix (As of April 29, 2024)*

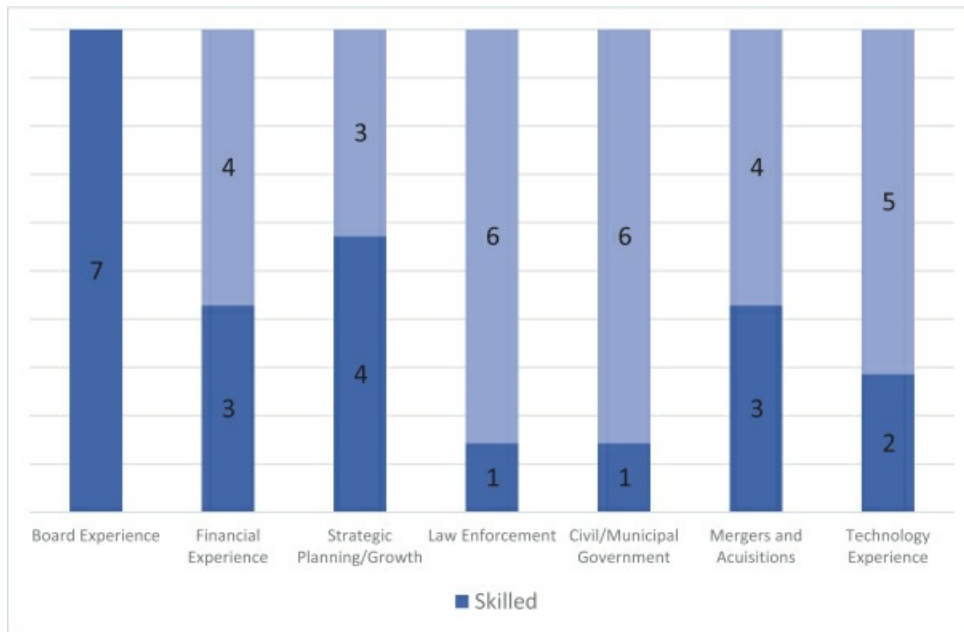
Total Number of Directors 7

	<u>Female</u>	<u>Male</u>	<u>Non-Binary</u>	<u>Did Not Disclose Gender</u>
<b>Part I: Gender Identity</b>				
Directors	3	4	—	—
<b>Part II: Demographic Background</b>				
African American or Black	1	2	—	—
Alaskan Native or Native American	—	—	—	—
Asian	1	—	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	1	2	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+	—	—	—	—
Did Not Disclose Demographic Background	—	—	—	—

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*Board Skills Matrix*

The following graph sets forth statistics as to the skills and experiences of our Board members across selected categories we believe are valuable to the oversight of our business. The darker shaded portion of the bar graph represents the number of directors that hold such skills or experience.



**Board Committees**

Our Board has established an Audit Committee, a Compensation and Human Capital Committee and a Nominating and Corporate Governance Committee. The following table provides membership information for the year ended December 31, 2023 for each of the Board committees:

Name	Audit	Compensation and Human Capital	Nominating and Corporate Governance
William J. Bratton		X	
Roberta Jacobson		X	X
Pascal Levensohn	X		
Marc Morial	X		X*
Ruby Sharma	X*		
Deborah A. Grant		X*	X
<b>Total meetings in fiscal 2023</b>	4	5	2

\* Committee Chair

***Audit Committee***

The Audit Committee of the Board was established by the Board in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) to oversee the Company’s corporate accounting and financing reporting processes and audits of its financial statements. Our Audit Committee consists of three directors, Ms. Sharma, Mr. Levensohn and Mr. Morial, with Ms. Sharma serving as the chair.

The principal duties and responsibilities of our Audit Committee include, among other things:

- selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing our policies on risk assessment and risk management, including risks relating to data privacy, technology and information security, including cyber security;
- reviewing related party transactions;
- reviewing management’s efforts to monitor compliance with our programs and policies designed to ensure adherence to applicable laws and rules, as well as to our Code of Business Conduct and Ethics and requests of waivers thereof by executive officers and directors;
- obtaining and reviewing a report by the independent registered public accounting firm at least annually, that describes our internal quality-control procedures, any material issues with such procedures, and any steps taken to deal with such issues when required by applicable law; and
- approving (or, as permitted, pre-approving) all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Audit Committee members must satisfy the independence requirements set forth in Nasdaq Rule 5605(c)(2) and Rule 10A-3 under the Exchange Act (“Rule 10A-3”). To be considered to be independent for purposes of Rule 10A-3, a member of an Audit Committee of a listed company may not, other than in his or her capacity as a member of our Audit Committee, our Board, or any other committee of our Board: (1) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries; or (2) be an affiliated person of the listed company or any of its subsidiaries.

Our Board also determined that each member of the Audit Committee satisfies the independence standards for audit committee members established by Nasdaq listing standards and Rule 10A-3 and that Ms. Sharma, the Audit Committee chair, is an “audit committee financial expert” as defined by Item 407(d) of Regulation S-K under the Securities Act of 1933 (the “Securities Act”).

***Compensation and Human Capital Committee***

Our Compensation and Human Capital Committee consists of three directors, Ms. Grant, Mr. Bratton and Ambassador Jacobson, with Ms. Grant serving as the chair. The principal duties and responsibilities of our Compensation and Human Capital Committee include, among other things:

- reviewing and approving, or recommending that our Board approve, the compensation of our executive officers;

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- reviewing and recommending to our Board the compensation of our directors;
- reviewing and approving, or recommending that our Board approve, the terms of compensatory arrangements with our executive officers;
- administering our stock and equity incentive plans;
- reviewing and approving, or recommending that our Board approve, incentive compensation and equity plans;
- overseeing matters relating to human capital management and corporate culture, including our policies and strategies regarding recruiting, retention, talent development and progression, diversity, equity and inclusion, overall employee wellness, engagement of our personnel, workforce demographics and reviewing and discussing with management our corporate culture; and
- reviewing and establishing general policies relating to compensation and benefits of our employees and reviewing our overall compensation philosophy.

The Board has determined that each member of the Compensation and Human Capital Committee satisfies the independence requirements for compensation committee members set forth in Nasdaq Rule 5605(d)(2) and Rule 10C-1 promulgated under the Exchange Act, and are “non-employee directors” as defined in Rule 16b-3 promulgated under the Exchange Act.

### ***Compensation Committee Processes and Procedures***

The Compensation and Human Capital Committee retained independent compensation consultants at Aon Reward Solutions (“Aon”) to conduct market research and analysis to assist the Compensation and Human Capital Committee in developing appropriate compensation and incentives for our executive officers and non-employee directors for 2023, to advise the Compensation and Human Capital Committee and to provide ongoing recommendations regarding material executive officer and non-employee director compensation decisions, and to review compensation proposals from management. Aon reports directly to the Compensation and Human Capital Committee and does not provide any non-compensation-related services to the Company. Prior to engaging Aon, our Compensation and Human Capital Committee considered the independence factors set forth in Nasdaq listing standards.

Our executive officers submit proposals to our Board and Compensation and Human Capital Committee regarding our executive and non-employee director compensation. Our Chief Executive Officer provides feedback and recommendations to our Compensation and Human Capital Committee with respect to executive compensation, other than his own compensation, including with regard to senior executive performance, responsibility and experience levels. The Compensation and Human Capital Committee often takes into consideration both our Chief Executive Officer’s input and the input of other senior executives in setting compensation levels.

### ***Compensation Committee Interlocks and Insider Participation***

During 2023, our Compensation and Human Capital Committee consisted of Mr. Bratton, Ms. Grant and Ambassador Jacobson. None of the members of the Compensation and Human Capital Committee is currently or has been at any time one of our executive officers or employees. None of our executive officers currently serves, or has served during the last year, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our Board or Compensation and Human Capital Committee.

***Nominating and Corporate Governance Committee***

Our Nominating and Corporate Governance Committee consists of three directors, Mr. Morial, Ms. Grant and Ambassador Jacobson, with Mr. Morial serving as the chair. The Nominating and Corporate Governance Committee's responsibilities include, among other things:

- identifying, evaluating and selecting, or recommending that our Board approve, nominees for election to our Board and its committees;
- evaluating the performance of our Board and of individual directors;
- considering and making recommendations to our Board regarding the composition of our Board and its committees;
- reviewing developments in corporate governance practices;
- evaluating the adequacy of our corporate governance practices and reporting;
- developing and making recommendations to our Board regarding corporate governance guidelines and matters;
- overseeing the Company's environmental, social and governance policies and programs; and
- overseeing an annual evaluation of the Board's performance.

The Board has determined that each member of the Nominating and Corporate Governance Committee is independent (as independence is currently defined in Rule 5605(a)(2) of the Nasdaq listing standards).

***Nominations to the Board of Directors***

With the goal of developing a diverse, experienced and highly qualified Board, the Nominating and Corporate Governance Committee is responsible for developing and recommending to our Board the desired qualifications, expertise and characteristics of members of our Board, including qualifications that the committee believes must be met by a committee-recommended nominee for membership on our Board and specific qualities or skills that the committee believes are necessary for one or more of the members of our Board to possess.

The Nominating and Corporate Governance Committee believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. The Nominating and Corporate Governance Committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. However, the Nominating and Corporate Governance Committee will periodically review and assess these qualifications from time to time through the development and evaluation of the Company's corporate governance guidelines. Any changes to the Company's corporate governance guidelines proposed by the Nominating and Corporate Governance Committee are submitted to the Board for approval. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee will consider diversity (including diversity of gender, race, ethnicity, age, sexual orientation and gender identity), skills and such other factors as it deems appropriate, given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability.

In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews these directors' overall service to the Company during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and



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transactions that might impair the directors' independence. The Nominating and Corporate Governance Committee also takes into account the results of the Board's self-evaluation, conducted annually on a group and individual basis. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee is independent for Nasdaq purposes, which determination is based upon applicable Nasdaq listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The Nominating and Corporate Governance Committee meets to discuss and consider the candidates' qualifications and then selects a nominee for recommendation to the Board by majority vote.

### ***Nominations by Stockholders***

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was recommended by a stockholder.

Any recommendation submitted to the Company should be in writing and should include any supporting material the stockholder considers appropriate in support of that recommendation but must include information that would be required under the "advance notice" provisions of the Company's amended and restated bylaws and rules of the SEC to be included in a proxy statement soliciting proxies for the election of such candidate. Stockholders wishing to propose a candidate for consideration may do so by submitting the above information to the attention of the Corporate Secretary of the Company at 39300 Civic Center Dr., Suite 300, Fremont, California 94538. Such director nominations will be presented to the Board for its consideration. Stockholders must also satisfy the notification, timeliness, consent, and information requirements set forth in our bylaws. These requirements are also described under the section entitled "Stockholder Proposals for the 2025 Annual Meeting of Stockholders."

### **Board's Role in Risk Oversight**

While senior management has primary responsibility for managing risk, the Board has responsibility for risk oversight with specific risk areas delegated to relevant Board committees who report on their deliberations to the full Board. The specific risk areas of focus for the Board and each of its committees are summarized below.

<b>Full Board</b>	<ul style="list-style-type: none"><li>• Oversee the Company's risk governance framework, including an enterprise-wide culture that supports appropriate risk awareness and the identification, escalation and appropriate management of risk</li><li>• Monitor and assess strategic risk exposure, including a determination of the nature and level of risk appropriate for the Company</li><li>• General strategic and commercial risks</li></ul>
<b>Audit Committee</b>	<ul style="list-style-type: none"><li>• Cybersecurity risk, including our information security framework, threat assessment, response readiness and training efforts</li><li>• Accounting, controls and financial disclosure</li><li>• Oversees compliance with legal and regulatory requirements</li></ul>
<b>Compensation and Human Capital Committee</b>	<ul style="list-style-type: none"><li>• Compensation structure and programs</li><li>• Diversity, Equity and Inclusion initiatives</li><li>• Recruitment and retention of talent</li></ul>

- Workplace culture and wellness
- Governance structures and processes
- Board organization, independence and structure
- Board succession and effectiveness
- Oversee the Company’s environmental, social and governance (“ESG”) initiatives

#### **Board’s Oversight of Strategy**

Our Board is engaged and involved in overseeing our long-range strategy, including evaluating key market opportunities, customer and supplier trends and competitive developments. This also includes aspects of our ESG initiatives that relate to our strategy. Our Board’s oversight of risk is another integral component of the Board’s oversight and engagement on strategic matters. Strategy-related matters are regularly discussed at board meetings and, when relevant, at Committee meetings. We also dedicate at least one board meeting every year to an even more intensive review and discussion of our strategic plan. Matters of strategy also inform committee-level discussions of many issues, including enterprise risk. Engagement of the Board on these issues and other matters of strategic importance continues in between meetings, including through updates to the Board on significant items and discussions between the Chief Executive Officer and our Chair on a periodic basis. Each director is expected to and does bring to bear their own talents, insights and experiences to these strategy discussions.

#### **Cybersecurity and Data Privacy Oversight**

Our Audit Committee is primarily responsible for oversight of cybersecurity risks including our information security framework, threat assessment, risk mitigation and training efforts. Our management through the information security, legal and engineering departments also help to identify, assess and manage risks from cybersecurity threats and report information about such risks to the Board and Audit Committee through various channels. We also use third-party service providers to assist us from time to time to identify, assess and manage material risks from cybersecurity threats, including for example: professional service firms; threat intelligence service providers; cybersecurity consultants; penetration testing firms; darkweb monitoring services; and managed detection and response providers. In addition, the Audit Committee coordinates and confers with our management team, including our Chief Executive Officer, Chief Financial Officer and Vice President of Operational Engineering, to manage our information security framework, cybersecurity policies and other internal controls.

#### **Management and Board Environmental, Social and Governance (ESG) Oversight**

Our executive leadership team, comprised of our Chief Executive Officer, Chief Financial Officer, Managing Director, Technologic, and Executive Vice President, Investigative Solutions and executives from across the Company, oversee our efforts to integrate sustainability and corporate responsibility into our strategic planning, risk management and reporting. The Nominating and Corporate Governance Committee oversees aspects of our corporate governance functions and our ESG policies and programs, including recommendations regarding such matters.

Other Board committees also conduct detailed reviews on key ESG topics; for example, our Compensation and Human Capital Committee oversees the Company’s policies and strategies regarding recruiting, retention, diversity, equity and inclusion. Our Audit Committee assists the Board in monitoring cybersecurity risk.

#### **Code of Business Conduct and Ethics**

We have adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. Our Code of Business Conduct and Ethics

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is available on our website at [ir.soundthinking.com](http://ir.soundthinking.com). If the Company ever were to amend or waive any provision of its Code of Business Conduct and Ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or any person performing similar functions, the Company intends to satisfy its disclosure obligations, if any, with respect to any such waiver or amendment by posting such information on its website set forth above rather than by filing a Current Report on Form 8-K. In the case of a waiver for an executive officer or a director, the disclosure required under applicable Nasdaq listing standards also will be made available on our website.

### **Stock Ownership Guidelines**

Our Board has adopted stock ownership guidelines for our executive officers and thenon-employee members of our Board. These guidelines affirm to our shareholders that our executives and directors have a meaningful long-term position in the Company and a longer-term view of its performance. The following table summarizes our stock ownership guidelines, which were developed based on market and peer group data.

<u>Leadership Position</u>	<u>Multiple of Salary</u>
Chief Executive Officer	6x annual base salary
All Other Officers	2x annual base salary
Non-Employee Directors	3x annual cash retainer

The value of an executive's or non-employee director's stock ownership is measured as of December 31 of each year, commencing with December 31, 2023. The guidelines require that if an executive officer or director does not meet their applicable ownership requirement at the time specified, the executive officer or director must, until December 31 of the following year or such date the individual ceases to be an executive officer or director, retain and not sell at least 50% of the shares received on exercise of stock options or the vesting of full value awards such as restricted stock or restricted stock units (RSUs), in each case, calculated on a net basis after shares are surrendered to pay for the exercise price, if applicable, or any withholding taxes.

### **Committee Charters and Corporate Governance Guidelines**

Complete copies of our Corporate Governance Guidelines and committee charters are available on our website <https://ir.soundthinking.com/>, by clicking "Governance" and then "Governance Documents."

Our Board has documented our governance practices by adopting Corporate Governance Guidelines to assure that the Board will have the necessary authority and practices in place to review and evaluate our business operations as needed and to make decisions that are independent of the Company's management. The guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to board composition and selection including diversity, board meetings and involvement of senior management, performance evaluation of the Chief Executive Officer and succession planning and board committees and compensation.

### **Hedging and Pledging Policy**

We have adopted an insider trading policy applicable to all of our employees and members of our Board. This policy prohibits hedging and monetization transactions, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. In addition, this policy prohibits trading in derivative securities related to our common stock, which include publicly traded call and put options, engaging in short selling of our common stock, purchasing our common stock on margin and holding it in a margin account and pledging our shares as collateral for a loan.

**PROPOSAL 2  
ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and Section 14A of the Exchange Act, the Company’s stockholders are entitled to vote to approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in this Proxy Statement in accordance with SEC rules.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company’s named executive officers and the philosophy, policies and practices described in this Proxy Statement. The compensation of the Company’s named executive officers subject to the vote is disclosed in the compensation tables and the related narrative disclosure in the section titled “Executive and Director Compensation” contained in this Proxy Statement. As discussed in those disclosures, the Company believes that its compensation policies and decisions are designed to align executive compensation with the Company’s business objectives and corporate performance, to be consistent with current market practices, and to enable the Company to attract and retain talented and experienced executives to lead the Company successfully in a competitive environment.

Accordingly, the Board is asking the stockholders to indicate their support for the compensation of the Company’s named executive officers as described in this Proxy Statement by casting a non-binding advisory vote FOR the following resolution:

“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the compensation tables and narrative discussion is hereby APPROVED.”

Because the vote is advisory, it is not binding on the Board or the Company. Nevertheless, the views expressed by stockholders, whether through this vote or otherwise, are important to management and the Board and, accordingly, the Board and the Compensation Committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements.

**THE BOARD OF DIRECTORS RECOMMENDS  
A VOTE FOR PROPOSAL 2.**

## EXECUTIVE OFFICERS

The following table sets forth information concerning our executive officers. Our executive officers and their respective positions, and their ages as of April 17, 2024, are as follows:

<u>Name</u>	<u>Age</u>	<u>Positions</u>
Ralph A. Clark	65	Chief Executive Officer, President and Director
Alan R. Stewart	60	Chief Financial Officer and Secretary
Nasim Golzadeh	49	Managing Director, Technologic and Executive Vice President, Investigative Solutions
Erin Edwards	54	Senior Vice President, Sales

### Executive Officers

*Ralph A. Clark.* Biographical information for Mr. Clark is included above with the director biographies under the caption “Nominees for Election until the 2027 Annual Meeting of Stockholders.”

*Alan R. Stewart* has served as our Chief Financial Officer since February 2017. From May 2015 to February 2017, Mr. Stewart was a Managing Director of RA Capital Advisors, LLC, a private investment bank specializing in mergers and acquisitions, private financings and restructurings. From 2004 to 2014, he served as Chief Financial Officer and then Chief Development Officer of Epsilon Systems Solutions, Inc. Since 2008, Mr. Stewart has served as President and CEO of FIT Advisors, LLC, a boutique consulting firm that has offered temporary CFO services and served clients from start-up ventures to large private companies. Currently, Mr. Stewart only provides board services through FIT Advisors, LLC. Prior to his business career, Mr. Stewart served over ten years as a submarine nuclear engineer in the United States Navy. He received his B.S. in Oceanography, with distinction, from the U.S. Naval Academy and his M.B.A. from Harvard Business School.

*Nasim Golzadeh* has served as our Managing Director, Technologic, and Executive Vice President, Investigative Solutions since November 2023. From March 2019 to November 2023, Ms. Golzadeh served as our Senior Vice President, Customer Support and Professional Services. From July 2005 until January 2019, Ms. Golzadeh held positions of increasing responsibility at CentralSquare Technologies (formerly TriTech Software Systems), a public safety software company. At CentralSquare Technologies, Ms. Golzadeh led consistent professional services revenue growth, drove operational excellence, continuous process improvement and high customer satisfaction. From August 2014 to January 2019, Ms. Golzadeh served as Vice President of Operations and Professional Services, from April 2013 to August 2014 as the Senior Director of Operations and prior to that the Director of Program Management Office. Earlier in her career Ms. Golzadeh held several management and engineering positions at various educational, banking and manufacturing organizations. Ms. Golzadeh holds a B.S. in Electrical Engineering from University of Tehran, Iran and M.B.A. and an M.S. in Software Engineering from National University.

*Erin Edwards* has served as our Senior Vice President, Sales since October 2023. From March 2017 to August 2023, Ms. Edwards served as Vice President of Sales at Everbridge Inc, a critical event management software company, in multiple roles supporting initially the public sector sales team and then the enterprise sales team. Prior to that Ms. Edwards served as Vice President of Sales at several SaaS and retail security companies supporting retail loss prevention teams with large global retailers. Ms. Edwards also spent 18 years in the wireless telecommunications industry at Verizon and was a Verizon master agent in Sales, Sales Operations and Finance capacities. Ms. Edwards holds a B.A in Business Administration, Accounting emphasis from California State University Fullerton and an M.B.A, International Business from the University of California, Irvine.

Each executive officer serves at the discretion of our Board and holds office until the executive officer’s successor is duly elected and qualified or until the executive officer’s earlier resignation or removal.

## EXECUTIVE AND DIRECTOR COMPENSATION

### Overview

We are a “smaller reporting company” under Item 10 of Regulation S-K promulgated under the Exchange Act, and the following compensation disclosure is intended to comply with the requirements applicable to smaller reporting companies. Although the rules allow us to provide less detail about our executive compensation program, the Compensation and Human Capital Committee is committed to providing the information necessary to help stockholders understand its executive compensation-related decisions. Accordingly, this section includes supplemental narratives that describe the 2023 executive compensation program for our “named executive officers,” or NEOs, including how and why our Compensation and Human Capital Committee arrived at specific compensation decisions for 2023 for our NEOs.

Our named executive officers for the year ended December 31, 2023 were the following individuals:

- Ralph A. Clark, our President, Chief Executive Officer and Director;
- Alan R. Stewart, our Chief Financial Officer and Secretary; and
- Nasim Golzadeh, our Managing Director, Technologic and Executive Vice President, Investigative Solutions.

### Say-on-Pay Results and Stockholder Engagement

The Company was an “emerging growth company” under the Federal securities laws from the time of its initial public offering in 2017 through the end of 2022. As a result of ceasing to be an emerging growth company, we asked our stockholders at our 2023 annual meeting of stockholders to indicate their support for the compensation of our named executive officers by casting a non-binding, advisory say-on-pay-vote on the matter for the first time. This inaugural say-on-pay proposal received the support of approximately 68% of the votes cast. In response, in order to better understand investor concerns, we conducted a robust stockholder outreach and engagement program in November and December 2023, led by the Chair of our Compensation and Human Capital Committee. In connection with these efforts, we reached out to 13 stockholders, representing approximately 70% of our outstanding shares of common stock, multiple times and held discussions with the stockholders who wanted to meet, which were eight stockholders representing approximately 41% of our outstanding shares of common stock. These stockholder discussions were led by the Chair of our Compensation and Human Capital Committee together with our Senior Vice President of Human Resources.

After considering the stockholder feedback that was gathered, as well as input from management and the independent compensation consultant to the Compensation and Human Capital Committee, the Compensation and Human Capital Committee approved and implemented changes to our 2024 executive compensation program as discussed below. The Compensation and Human Capital Committee will continue to consider stockholder feedback, and the outcomes of future say-on-pay-votes, when evaluating our executive compensation programs and practices and making compensation decisions for our executive officers.

The table below summarizes the compensation-related feedback we received from our stockholders and the responsive actions taken by our executive team and Compensation and Human Capital Committee.

#### What We Heard

Desire to see expanded disclosure of our executive compensation program including goals, weighting and the maximum opportunity provided under our annual bonus program.

#### How We Responded

We expanded our disclosure in this Proxy Statement to provide greater insight into our executive compensation program including the goals used to determine the annual bonus payout for our named executive officers.

We have taken steps to formalize our bonus program structure and in January 2024, our Compensation and Human Capital Committee adopted a short-term incentive plan that uses:

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<i>What We Heard</i>	<i>How We Responded</i>
	<ul style="list-style-type: none"><li>• financial goals tied to metrics comprising revenue, Adjusted EBITDA margin and revenue attrition from existing clients that are aligned with our growth and profitability;</li><li>• strategic goals tied to our achievement of “Great Places to Work” certification and a Net Promoter Score for our flagship ShotSpotter gunshot detection product offering, reflecting our commitment to outstanding customer success and satisfaction, and aligned with our commitment to our people, customers and operations; and</li><li>• a clear weighting structure and thresholds, targets and maximum payout levels for achievement of each of our financial and strategic goals.</li></ul>
Desire for our Board to adopt a clawback policy	We adopted our Incentive Compensation Recoupment Policy in November 2023, which applies to all executive incentive compensation that is granted, earned or vested based on the Company’s attainment of financial reporting measures.
Desire for implementation of stock ownership guidelines	We adopted our Stock Ownership Guidelines in November 2023 for our non-employee directors and executive officers to align members of our executive team with shareholders through meaningful ownership levels.
Desire to have performance-based equity included in our long-term incentive (“LTI”) program	We have incorporated performance-based equity awards into our 2024 LTI program by using a combination of time-vesting RSUs and RSUs with “at-risk” performance-vesting requirements (“PSUs”), based on revenue and Adjusted EBITDA performance goals for fiscal year 2026, which will vest based on the achievement of these criteria in 2027. Assuming the PSUs vest based on the achievement of these criteria at target, the split between RSUs and PSUs is 50/50 for each of the NEOs.

### **Executive Summary**

#### ***2023 Company Goals***

Our Compensation and Human Capital Committee oversees our executive compensation program and matters relating to human capital management and corporate culture which informs the Compensation and Human Capital Committee’s approach to executive compensation decisions at the Company – both in the short- and long-term. For 2023, the Compensation and Human Capital Committee focused on financial metrics aligned with our growth and profitability and strategic goals aligned with our people, customers and operations, as follows:

- Growth in revenue and Adjusted EBITDA;
- Revenue retention from existing clients;
- Achievement of a “Great Place to Work” certification, which demonstrates our executives’ commitment to implementing a conducive corporate environment for our employees and promotes our human capital management objectives; and
- Achievement of a high Net Promoter Score for our flagship ShotSpotter gunshot detection product offering.

**2023 Business Highlights**

Performance highlights from 2023 included:

- Revenues increased 14% to a record \$92.7 million, compared to \$81.0 million in 2022;
- Gross profit increased 13% to \$52.7 million (57% of revenues), compared to \$46.8 million (58% of revenues) in 2022;
- GAAP net loss totaled \$2.7 million, compared to GAAP net income of \$6.4 million in 2022;
- Adjusted EBITDA totaled \$14.3 million (15% of revenues), compared to \$15.9 million (20% of revenues) of revenues in 2022; and
- Went “live” with 155 new miles, representing 25 new cities as well as expanded with 16 current cities, two universities and one corporate customer.

Please see the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 1, 2024, for a more detailed discussion of our business and 2023 financial results.

Adjusted EBITDA is a non-GAAP financial measure that represents the Company’s net income (loss) before interest (income) expense, income taxes, depreciation, amortization and impairment, stock-based compensation expense and acquisition-related expenses, including adjustments to the company’s contingent consideration obligation. Adjusted EBITDA is a measure used by management internally to understand and evaluate the Company’s core operating performance and trends across accounting periods and in connection with developing future operating plans, making strategic decisions regarding the allocation of capital and considering initiatives focused on cultivating new markets for our solutions. In particular, the exclusion of these expenses in calculating Adjusted EBITDA facilitates comparisons of the Company’s operating performance on a period-to-period basis. We believe Adjusted EBITDA also provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and Board. Adjusted EBITDA is not a measure calculated in accordance with generally accepted accounting principles in the United States of America (“GAAP”). See Appendix A of this Proxy Statement for a reconciliation of Adjusted EBITDA to net income (loss), which is the most directly comparable GAAP measure.

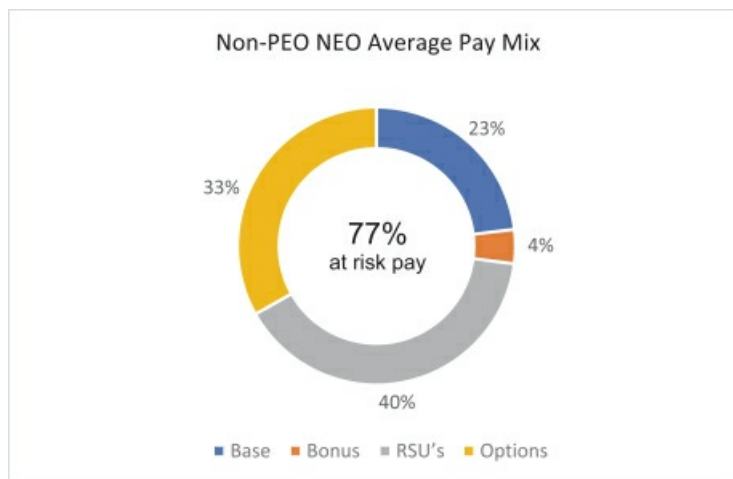
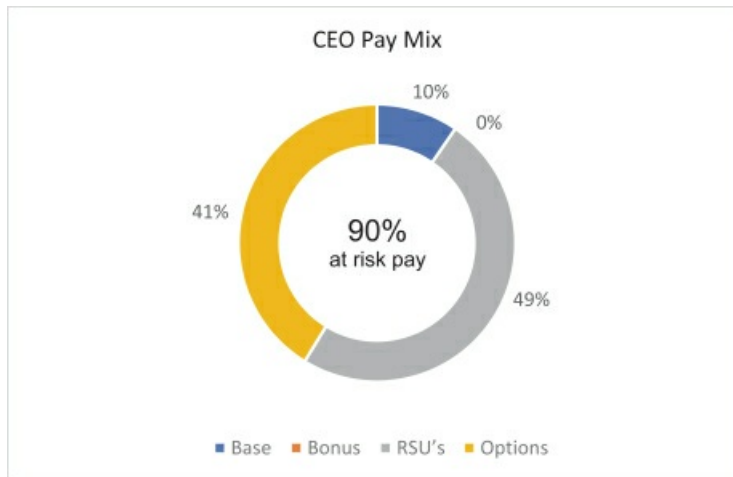
**Summary of 2023 Compensation Actions**

- **Limited Changes to NEO Salaries** We only adopted a slight increase in the cash salary for one of our NEOs (Ms. Golzadeh) to better align compensation with market levels and did not adopt increases for the other NEOs.
- **Annual Performance Bonus Payouts Aligned to Company Performance** We paid performance-based bonuses at 72% to 85% of the target bonus eligibility to our NEOs based on the average of the Compensation and Human Capital Committee’s determination of each executive officer’s attainment of applicable individual performance goals and the committee’s determination of the Company’s 60% achievement of its performance goals, as discussed under “Annual Bonus Plan” below.
- **Granted Equity Awards Aligned to Shareholders** We continued to grant equity awards in the form of stock options and RSUs to our NEOs to incentivize and reward for stockholder value creation and have incorporated performance-based equity awards into our LTI program, beginning in 2024. The Compensation and Human Capital Committee believes that these awards strongly aligned our NEOs’ interests with those of our stockholders by providing a continuing financial incentive to maximize long-term value for our stockholders and by encouraging the retention of our NEOs. The vesting periods for our equity grants that are solely subject to time-based vesting to our NEOs generally vest over three or four years.



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- **Designed Program to be Majority Incentive** We structured 90% of our Chief Executive Officer’s (Mr. Clark’s) target compensation and 77% of the average of the other named executive officers’ (Mr. Stewart’s and Ms. Golzadeh’s) target compensation as variable or at-risk pay, consisting of an annual performance bonus and equity awards. “Target compensation” consists of base salary, target performance bonus opportunity and equity awards granted in 2023.



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***Key Executive Compensation Design Principles***

***What We Do***

Pay for performance – structure a substantial portion of pay to be “at risk” and based on Company performance.

Bonuses are dependent on the executive officer’s individual performance and the Company’s achievement of performance goals tied to revenue and Adjusted EBITDA goals and strategic goals aligned with our focus on our people, customers and operations.

Retain independent compensation consultant for guidance in making compensation decisions. The compensation consultant advises our Compensation and Human Capital Committee on market practices, including identifying a reasonable peer group of companies and their compensation practices, so that our Compensation and Human Capital Committee can regularly assess our individual and total compensation programs against these peer companies, the general marketplace and other industry data points.

Annual review of compensation – the Compensation and Human Capital Committee with the assistance of its independent consultant reviews the Company’s executive program annually, considering best practices.

Equity awards granted to our executive officers vest over multi-year periods, consistent with current market practice and our retention objectives.

Our Compensation and Human Capital Committee selects our peers based on quantitative and qualitative criteria, including industry, revenue and market capitalization.

Our Board adopted Stock Ownership Guidelines that require minimum ownership of our common stock by our non-employee directors and executive officers.

Our Board adopted a Clawback policy consistent with Nasdaq rules requiring repayment of incentive compensation as a result of financial restatement.

***What We Don’t Do***

No tax gross-ups.

No fringe benefits or perquisites that are not available to all employees.

No hedging or pledging of Company stock.

No guaranteed bonus or base salary increases.

**Compensation Program Objectives and Elements**

We operate in a highly competitive environment that relies heavily on talent. A core objective of our compensation program is to enable the attraction, retention and motivation of top talent that will provide us with the expertise and skills necessary to deliver on our short- and long-term goals.

The three main elements of our compensation programs for 2023 are described below, along with the objectives and governance of each. In addition, we made certain changes to our compensation program for 2024 which we discuss above under “Say-on-Pay Results and Stockholder Engagement”.

**Element of Compensation**

**Objectives**

**Governance and Process**

Base Salary (**fixed cash**)

A general market practice as part of a competitive total compensation package. Provides financial stability and security through a fixed amount of cash for performing job responsibilities.

Generally reviewed annually and determined based on a number of factors (including individual performance and the overall performance of our Company) and by reference, in part, to market data reviewed by our independent compensation consultant.

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<u>Element of Compensation</u>	<u>Objectives</u>	<u>Governance and Process</u>
Annual Performance Bonus (at-risk cash or Bonus RSU Awards, as described below)	Motivates and rewards for the achievement of key annual financial goals.	Target bonus opportunities are generally reviewed annually and determined based upon positions that have similar impact on the organization as well as competitive market data. Actual bonus amounts are dependent upon the achievement of specific corporate objectives approved and communicated by the Compensation and Human Capital Committee at the beginning of the year. Actual bonus amounts are determined after the end of the year following the certification of financial and business results.
Equity (long term at-risk equity)	Motivates and rewards for long-term Company performance; aligns executives' interests with stockholder interests and changes in stockholder value.  Attracts highly qualified executives and encourages their continued employment over the long-term.	Equity opportunities are generally reviewed annually and may be granted during the first half of the year or as appropriate during the year for new hires, promotions, or other special circumstances, such as to encourage retention, or as a reward for significant achievement.

We do not have any formal policies for allocating compensation among cash and equity-based compensation, but our general practice is to weigh more heavily towards equity-based compensation than total cash compensation provided to our executives, when viewed over a multiple year period. In any particular year, the ratio of awarded equity-based compensation to total compensation may vary because the Compensation and Human Capital Committee considers various factors in awarding equity including the amount of unvested equity remaining for each individual executive, the potential compensation that would be realized by the executives for their equity after modeling different potential future stock prices and vesting of their unvested awards, and the dilutive impact to our stockholders of granting new equity awards to our executives.

We are strongly committed to a pay for performance culture which includes using cash incentives to reward in-year execution as well as long-term incentives that increase in value as the stock price improves. We also provide the opportunity for our named executive officers to enroll in benefits that are available to all our employees, including retirement benefits under the Company's 401(k) plan and participation in employee health and welfare benefit plans.

### **Determining Executive Compensation**

#### ***Role of Compensation and Human Capital Committee, Board and Management***

The Compensation and Human Capital Committee is appointed by the Board and has responsibilities related to the compensation of the Company's directors, officers and employees and the development and administration of the Company's compensation plans. For details on the Compensation and Human Capital Committee's oversight of our executive compensation program, see the section titled "Information Regarding The Board of Directors and Corporate Governance – Board Committees – The Compensation and Human Capital Committee" in this Proxy Statement. Our Compensation and Human Capital Committee consists solely of independent members of the Board.

The Compensation and Human Capital Committee reviews and makes decisions with respect to all compensation paid to our executive officers, including our named executive officers. The Chief Executive

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Officer evaluates and provides to the Compensation and Human Capital Committee performance assessments and compensation recommendations. In making his recommendations, the Chief Executive Officer reviews compensation data provided by the independent compensation consultant to the Compensation and Human Capital Committee, as described below. While the Chief Executive Officer discusses his recommendations with the Compensation and Human Capital Committee and the Board, he does not participate in the deliberations concerning, or the determination of, his own compensation. The Compensation and Human Capital Committee or the Board discusses and makes final determinations with respect to executive compensation matters without the Chief Executive Officer present during discussions of the Chief Executive Officer's compensation. From time to time, various other members of management and other employees as well as outside advisors or consultants may be invited by the Compensation and Human Capital Committee or the Board to make presentations, provide financial or other background information or advice, or otherwise participate in the Compensation and Human Capital Committee or Board meetings.

The Compensation and Human Capital Committee meets periodically throughout the year to manage and evaluate our executive compensation program and determines the principal components of compensation (base salary, performance bonus and equity awards) for our executive officers on an annual basis, typically at the beginning of each fiscal year. However, decisions may occur during the year for new hires, promotions, or other special circumstances as the Compensation and Human Capital Committee determines appropriate. Neither the Board nor the Compensation and Human Capital Committee delegates authority to approve executive officer compensation. The Compensation and Human Capital Committee does not maintain a formal policy regarding the timing of equity awards to our executive officers; awards are generally approved at a meeting of the Compensation and Human Capital Committee in the first quarter of each year, with a grant date selected by the Compensation and Human Capital Committee.

### ***Role of Compensation Consultant***

The Compensation and Human Capital Committee has the sole authority to retain compensation consultants to assist in its evaluation of executive compensation, including the authority to approve the consultant's reasonable fees and other retention terms. In 2023, we retained Aon Reward Solutions ("Aon") as an independent compensation consultant to conduct market research and analysis to assist the Compensation and Human Capital Committee in developing appropriate compensation and incentives for our executive officers and non-employee directors for 2023, to advise the Compensation and Human Capital Committee, to provide ongoing recommendations regarding material executive officer and non-employee director compensation decisions, to review compensation proposals from management, and ensure that our compensation programs remain competitive in attracting and retaining talented executives. Aon reports directly to the Compensation and Human Capital Committee, which maintains the authority to direct its work and engagement. Aon interacts with management to gain access to company information that is required to perform its services and to understand the culture and policies of our organization. Prior to engaging Aon, our Compensation and Human Capital Committee considered the independence factors set forth in Nasdaq listing standards.

Aon's engagement with respect to 2023 executive compensation decisions included conducting a review of the design and competitive positioning of our compensation programs for our Chief Executive Officer, other executive officers and non-employee directors in preparation for making compensation decisions for 2023, reviewing our aggregate long-term incentive practices, and updating its prior compensation study regarding equity grant practices. As part of the in-depth review for 2023 compensation, Aon provided the Compensation and Human Capital Committee with the following services, which the Compensation and Human Capital Committee used to make decisions related to compensation for 2023:

- reviewed and provided an analysis of the compensation arrangements for all our NEOs, including the design and structure of our annual cash incentive bonus plan and equity-based incentive compensation program;
- advised on the design and structure of our cash and equity incentive compensation programs;

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- prepared an analysis of our share usage under our equity incentive plan;
- updated the Compensation and Human Capital Committee on emerging trends and best practices in the area of executive and Board compensation;
- assisted with shareholder outreach;
- provide recommendations and assisted with developing our peer group;
- provided compensation data for similarly situated executive officers at companies in our peer group; and
- reviewed and provided recommendations on the compensation program for our non-employee directors.

In determining whether to engage Aon, the Compensation and Human Capital Committee considered the following factors: (i) the amount of fees paid to the compensation consultant, as a percentage of the firm's total revenue; (ii) the provision of other services to us by the compensation consultant; (iii) the compensation consultant's policies and procedures that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the individual compensation advisors with any member of the Compensation and Human Capital Committee; (v) any business or personal relationship of the compensation consultant or the individual compensation advisors employed by the firm with any of our executive officers or any members of the Compensation and Human Capital Committee; and (vi) any shares of our common stock owned by the compensation consultant or the individual compensation advisors employed by the firm.

### ***Peer Group and Market Data***

In making 2023 compensation decisions, the Compensation and Human Capital Committee reviewed market data, with the assistance of Aon, for each named executive officer's position, compiled by Aon, from the following peer group of companies for 2023:

American Software, Inc.	Latch, Inc.
Asure Software, Inc.	LiveVox Holdings, Inc.
AudioEye, Inc.	Mitek Systems, Inc.
Axon Enterprise, Inc.	ON24, Inc.
ChannelAdvisor Corp.	OneSpan Inc.
CoreCard Corporation	Smith Micro Software, Inc.
Digimarc Corporation	SoundHound AI, Inc.
eGain Corporation	Upland Software, Inc.
Everbridge, Inc.	Veritone, Inc.
IronNet, Inc.	

The 2023 peer group was recommended by Aon and selected based on the following parameters:

- publicly traded technology companies, with a focus on software companies that are security oriented;
- companies with revenue generally between \$20 million to \$190 million; and
- companies with 30-day market capitalization, as of July 29, 2022, of \$100 million to \$1.1 billion.

### ***Factors Used in Determining Executive Compensation***

The Compensation and Human Capital Committee sets the compensation of our executive officers at levels the Compensation and Human Capital Committee determines to be competitive and appropriate for each named executive officer, in line with the Company's business objectives and corporate performance and with current market practices. To this end, the Compensation and Human Capital Committee uses its professional experience

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and judgment to enable the Company to attract and retain talented and experienced executives to lead the Company successfully in a competitive environment. Compensation decisions are not made by use of a formulaic approach; the Compensation and Human Capital Committee believes that these decisions require consideration of a multitude of relevant factors that may vary from year to year. In making executive compensation decisions, the Compensation and Human Capital Committee generally takes into consideration the following factors:

- our corporate performance and business needs;
- each named executive officer's individual performance, experience, job function, change in position or responsibilities and expected future contributions to our company;
- internal pay equity among our named executive officers and positions;
- the need to attract new talent to our executive team and retain existing talent in a highly competitive industry;
- a range of market data reference points;
- the total compensation cost and stockholder dilution from executive compensation actions;
- trends and compensation paid to similarly situated executives within our market;
- its compensation consultant's recommendations;
- a review of each named executive officer's total targeted and historical compensation and equity ownership; and
- our Chief Executive Officer's recommendations, based on the Chief Executive Officer's direct knowledge of the performance of each named executive officer and the Chief Executive Officer's review of competitive market data.

### **Base Salary**

Base salaries for each of our named executive officers were initially established through arm's-length negotiations at the time of the named executive officer's hiring, taking into account such named executive officer's qualifications, experience, the scope of his or her responsibilities and competitive market compensation paid by other companies for similar positions within the industry and geography. Base salaries are reviewed periodically, typically in connection with our annual performance review process, and adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance and experience. In making decisions regarding salary increases, we may also draw upon the experience of members of our Board with executives at other companies.

In February 2023, the Compensation and Human Capital Committee approved Ms. Golzadeh's salary increase to \$315,000. Neither Mr. Clark nor Mr., Stewart received a salary increase in 2023. The following table sets forth the 2022 and 2023 base salaries for our named executive officers, as well as any increase from their prior salary levels:

<u>Name</u>	<u>Position</u>	<u>2022 Base Salary (\$)</u>	<u>2023 Base Salary (\$)</u>	<u>Increase (%)</u>
Ralph A. Clark	Chief Executive Officer, President and Director	\$450,000	\$450,000	0%
Alan R. Stewart	Chief Financial Officer and Secretary	\$360,000	\$360,000	0%
Nasim Golzadeh	Managing Director, Technologic and Executive Vice President, Investigative Solutions	\$308,750	\$315,000	2.0%



**Annual Bonus Plan**

Our named executive officers are eligible to receive performance-based cash bonuses, which are designed to provide appropriate incentives to our executives to achieve defined performance goals and to reward our executives for individual achievement toward these goals. The performance-based bonus each named executive officer is eligible to receive is generally based on the extent to which such officer achieves his or her individual goals and to which we achieve the corporate goals that our Board or Compensation and Human Capital Committee establishes and is paid annually. Annually, the Compensation and Human Capital Committee of our Board reviews the officer’s performance and the Company’s performance, as well as other criteria, and determines the actual bonus payout to be awarded to each of our eligible executive officers.

The following table displays the goals for fiscal year 2023 and whether such goals were achieved:

<u>Financial and Strategic Goals</u>	<u>Actual Results</u>	<u>Achievement</u>
\$94 million in revenue	\$92.7 million in revenue	<input type="checkbox"/>
Adjusted EBITDA of \$23.7 million	Adjusted EBITDA of \$14.3 million	<input type="checkbox"/>
Net Promoter Score for our flagship ShotSpotter gunshot detection product offering of 56+	Net Promoter Score for our flagship ShotSpotter gunshot detection product offering of 60+	<input checked="" type="checkbox"/>
Great Place to Work certification	Certification Earned	<input checked="" type="checkbox"/>
GAAP Revenue Attrition <1%	GAAP Revenue Attrition <1%	<input checked="" type="checkbox"/>

“**GAAP Revenue Attrition**” for 2023 means, for all customers with contracts in effect at December 31, 2022 (including contracts that had expired as of such date but were later renewed with a coverage period including January 1, 2023), the difference between (a) revenues recognized by the Company in 2023 as a result of price increases pursuant to such contracts or amendments thereto and (b) revenues that would have been recognized by the Company pursuant to such contracts in 2023 but were not recognized due to contract termination or cancellation, price decrease, or gap in paid service. GAAP Revenue Attrition is a measure used by management internally to understand and evaluate our ability to retain our existing customers and in connection with

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developing future operating plans, making strategic decisions and considering initiatives focused on cultivating new markets for our solutions. We believe GAAP Revenue Attrition also provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and Board.

For 2023, our named executive officers were eligible to earn annual cash bonuses at target percentages of their respective base salaries equal to 100% for Mr. Clark, 55% for Mr. Stewart and 46% for Ms. Golzadeh based on the achievement of certain individual and corporate performance objectives approved by our Board. In September 2023, the Compensation and Human Capital Committee granted restricted stock units with performance- and service-based vesting requirements (“Bonus RSU Awards”) in lieu of cash for: (i) 21,470 shares of our common stock to Mr. Clark and (ii) 9,542 shares of our common stock to Mr. Stewart, each under the 2017 Plan. These awards were intended to be equivalent to the annual bonus maximum opportunity with the number of shares vesting based upon performance achievement against the annual bonus goals.

The Compensation and Human Capital Committee reviewed each named executive officer’s attainment of their individual performance goals and the Company’s achievement against our performance goals and based on the level of individual and corporate achievement, the Compensation and Human Capital Committee approved bonus payments for 2023 for Mr. Clark, Mr., Stewart and Ms. Golzadeh as set forth in the table below:

<u>Name</u>	<u>Target Bonus (% of Salary)</u>	<u>Target Bonus Eligibility (\$)(#)(1)</u>	<u>Individual Attainment (%)</u>	<u>Company Attainment (%) (2)</u>	<u>Total Weighted Attainment (%)</u>	<u>2023 Bonus Award (\$)(#)(2)</u>
Ralph A. Clark	100%	21,470 RSUs	84%	60%	72%	15,458 RSUs
Alan R. Stewart	55%	9,542 RSUs	110%	60%	85%	8,111 RSUs
Nasim Golzadeh	46%	\$ 145,000	100%	60%	80%	\$ 116,000

- (1) The number of RSU shares was determined by dividing the maximum annual bonus amounts Mr. Clark and Mr. Stewart are eligible to earn by \$20.96, which is the average closing price of our common stock, as reported on Nasdaq, over the 20-trading-day period ending on September 11, 2023, with the average closing price rounded to the nearest whole cent and the resulting number of shares rounded to the nearest whole share. The Bonus RSU Awards vest in a single installment on February 15, 2025, subject to Mr. Clark’s and Mr. Stewart’s continuous service as an officer of the Company through such date; provided, however, that if, such officer’s employment is termination other than for cause, such officer will receive 100% acceleration of vesting, subject to timely execution of a general release of claims in our favor.
- (2) The Company’s 2023 goal attainment percentage is based on achieving three of the five financial and strategic goals described as follows.

<u>Financial and Strategic Goals</u>	<u>Actual Results</u>	<u>Achievement</u>
\$94 million in revenue	\$92.7 million in revenue	<input type="checkbox"/>
Adjusted EBITDA of \$23.7 million	Adjusted EBITDA of \$14.3 million	<input type="checkbox"/>
Net Promoter Score for our flagship ShotSpotter gunshot detection product offering of 56+	Net Promoter Score for our flagship ShotSpotter gunshot detection product offering of 60+	<input checked="" type="checkbox"/>
Great Place to Work certification	Certification Earned	<input checked="" type="checkbox"/>
GAAP Revenue Attrition <1%	GAAP Revenue Attrition <1%	<input checked="" type="checkbox"/>



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The following table sets forth our named executive officers' 2023 target bonus, 2023 payout and 2023 payout as a percentage of their 2023 target bonus:



As noted under "Say-on-Pay Results and Stockholder Engagement" for 2024 we have taken steps to formalize our bonus program structure. See "Executive Compensation Program Changes for 2024" below for more detail.

### Equity Compensation

We believe that our ability to grant equity-based awards is a valuable and necessary compensation tool that aligns the long-term financial interests of our executive officers with the financial interests of our stockholders. In addition, we believe that our ability to grant equity-based awards helps us to attract, retain and motivate executive officers and encourages them to devote their best efforts to our business and financial success. Vesting of equity awards is generally tied to continuous service with us and serves as an additional retention measure. Our executive officers generally are awarded an initial new hire grant upon commencement of employment, as well as annual grants.

In 2023, the Compensation and Human Capital Committee chose to use stock options and RSUs for our LTI equity program. For 2023, 75 to 80% of the total LTI award value was delivered in stock options and 15 to 25% was delivered in RSUs with time-based vesting. Additionally, certain of our NEOs received Bonus RSU Awards in 2023, as described in "Annual Bonus Plan" above.

Each of our named executive officers currently holds stock options under our 2005 Equity Incentive Plan (the "2005 Plan") and/or 2017 Equity Incentive Plan (the "2017 Plan") that were granted subject to the general terms of the applicable plan and the applicable forms of stock option agreement thereunder. The specific vesting terms of each named executive officer's stock options are described below under "Outstanding Equity Awards as of December 31, 2023." We currently grant equity awards pursuant to the 2017 Plan. As noted under "Say-on-Pay Results and Stockholder Engagement" beginning for 2024 we have incorporated performance-based equity awards into our LTI program with a combination of time-vesting RSUs and RSUs with "at-risk" PSUs. See "Executive Program Compensation Changes for 2024" below for more detail.

### Executive Compensation Program Changes for 2024

Based on our shareholder outreach discussed above in "Say-on-Pay Results and Stockholder Engagement" we made several changes to our executive compensation program for fiscal year 2024 based on what we heard from our shareholders:

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- A more formulaic Annual Bonus Plan that includes the following financial (75% of total opportunity) and strategic goals (25%):
  - Revenue growth (25%)
  - Adjusted EBITDA Margin (25%)
  - Revenue retention (25%)
  - ShotSpotter Net Promoter Score (12.5%)
  - Great Places to Work Certification (12.5%)

Each of the financial goals is measured independently on a scale ranging from threshold to target to maximum with payouts ranging from 50% of target payout at threshold to 150% of target payout at maximum. The strategic goals are assessed on an achieved or not achieved basis.

- Introduced the PSUs whereby 50% of the total target long-term incentive opportunity is subject to achievement of performance conditions, with the remaining 50% subject to time-based vesting. The company is no longer granting stock options to the NEOs. The time-vested restricted stock vesting monthly over three years. The PSUs vest at the end of three years based on performance on the following financial goals:
  - Total revenue in 2026; and
  - Adjusted EBITDA in 2026.

Each of the financial goals is measured independently on a scale ranging from threshold to target to maximum with payouts ranging from 50% of target payout at threshold to 200% of target payout at maximum. For performance below threshold no award payout is made. We acknowledge that the financial metrics in the PSUs overlap with the annual bonus plan but feel they are unique as the PSU goals are aligned to our performance in 2026 while the annual bonus plan goals are aligned to our performance in 2024. In addition, we feel these goals represent the key focus for us over the mid-term.

- Mr. Clark's long-term incentive opportunity was reduced from \$4.25 million in 2023 to \$3.2 million in 2024.

### Summary Compensation Table

The following table sets forth information regarding the compensation awarded to or earned by our named executive officers listed below during the years ended December 31, 2023 and 2022.

*	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
Ralph A. Clark	2023	450,000	—	2,311,023	1,939,265	—	7,800	4,708,087
President and Chief Executive Officer	2022	450,000	—	1,003,052	2,995,621	337,500	14,014	4,800,187
Alan R. Stewart	2023	360,000	—	663,187	484,818	—	7,800	1,515,805
Chief Financial Officer	2022	360,000	—	501,513	499,276	158,400	10,240	1,529,429
Nasim Golzadeh	2023	315,000	—	499,994	484,818	116,000	7,800	1,423,612
Managing Director, Technologic and Executive Vice President, Investigative Solutions	2022	308,750	—	501,513	499,276	113,400	8,247	1,431,186

- (1) The amounts reported here do not reflect the actual economic value realized by our named executive officers. In accordance with SEC rules, this column represents the grant date fair value of shares underlying restricted stock unit awards, calculated in accordance with ASC 718. Assumptions used in the calculation of

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the grant date fair value of the restricted stock units are set forth in Note 14, “Equity Incentive Plans” to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

- (2) The amounts reported here do not reflect the actual economic value realized by our named executive officers. In accordance with SEC rules, this column represents the grant date fair value of shares underlying stock options, calculated in accordance with ASC 718. Assumptions used in the calculation of the grant date fair value of the stock options are set forth in Note 14, “Equity Incentive Plans” to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.
- (3) The amounts reported in the “Non-Equity Incentive Plan Compensation” represent amounts paid in 2023 and 2024 for the achievement of pre-established corporate performance goals during 2022 and 2023, see “Annual Bonus Plan” above. There are no amounts reported under “Non-Equity Incentive Plan Compensation” for Mr. Clark and Mr. Stewart for 2023 since in September 2023, Mr. Clark and Mr. Stewart were granted RSUs to replace their cash bonus. In January 2024, the Compensation and Human Capital Committee determined that Mr. Clark and Mr. Stewart earned 15,458 and 8,111 of such RSU awards, respectively. These amounts are shown under the “Stock Awards” column for Mr. Clark and Mr. Stewart. See “Annual Bonus Plan” above.
- (4) Amounts reported in this column represent 401(k) Company match pursuant to the Company’s 401(k) Plan available to all employees, life insurance premiums paid by us on behalf of the executive officer and home office taxable reimbursements.

**Outstanding Equity Awards as of December 31, 2023**

The following table provides information regarding outstanding equity awards held by our named executive officers as of December 31, 2023.

Name	Grant Date	Option Awards					Stock Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable		Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)		Market Value of Shares or Units of Stock that Have Not Vested (\$)
Ralph A. Clark	3/27/2017	18,000			3.06	3/27/2027			
	3/6/2020	29,863	1,992	(1)(3)	34.07	3/5/2030			
	3/6/2020						1,147	(4)	29,294 (9)
	3/9/2021	20,809	9,460	(1)(3)	37.26	3/9/2031			
	3/9/2021						5,663	(5)	144,633 (9)
	2/17/2022	87,686	103,634	(1)(3)	26.50	2/16/2032			
	2/17/2022						21,292	(6)	543,798 (9)
	2/27/2023	20,519	77,977	(1)(3)	32.89	2/27/2033			
	2/27/2023						49,407	(7)	1,261,855 (9)
	9/13/2023						15,458	(8)	394,797 (9)
Alan R. Stewart	3/6/2020	12,840	857	(1)(3)	34.07	3/5/2030			
	3/6/2020				—		493	(4)	12,591 (9)
	3/9/2021	4,238	1,927	(1)(3)	37.26	3/9/2031			
	3/9/2021				—		3,469	(5)	88,598 (9)
	2/17/2022	14,614	17,273	(1)(3)	26.50	2/16/2032			
	2/17/2022				—		10,646	(6)	271,899 (9)
	2/27/2023	5,129	19,495	(1)(3)	32.89	2/27/2033			
	2/27/2023						12,352	(7)	315,470 (9)
9/13/2023						8,111	(8)	207,155 (9)	

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Name	Grant Date	Option Awards					Stock Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable		Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)		Market Value of Shares or Units of Stock that Have Not Vested (\$)
Nasim Golzadeh	3/7/2019	50,000		(2)(3)	44.95	3/6/2029			
	3/6/2020	20,079	1,340	(1)(3)	34.07	3/5/2030			
	3/6/2020					—	321	(4)	8,198 (9)
	3/9/2021	2,697	1,226	(1)(3)	37.26	3/9/2031			
	3/9/2021					—	2,205	(5)	56,316 (9)
	2/17/2022	14,614	17,273	(1)(3)	26.50	2/16/2032			
	2/17/2022					—	10,646	(6)	271,899 (9)
	2/27/2023	5,129	19,495	(1)(3)	32.89	02/27/2033			
	2/27/2023					—	12,352	(7)	315,470 (9)

- (1) 1/48th of the shares subject to the stock option vest each month following the grant date.
- (2) The shares subject to the stock option vest over a four-year period as follows: 25% of the shares underlying the options vested March 7, 2020 and thereafter 1/48th of the shares vest each month, subject to continued service with us through each vesting date.
- (3) Stock option is subject to accelerated vesting upon a qualifying termination of the executive’s employment with us, as described below under “Potential Payments and Benefits upon Termination or Change in Control.”
- (4) Represents RSUs. The RSUs vest as follows: 6.25% of the RSUs shall vest quarterly, starting June 6, 2020, subject to continued employment on each such vesting date.
- (5) Represents RSUs. The RSUs vest as follows: 6.25% of the RSUs shall vest quarterly, starting March 9, 2021, subject to continued employment on each such vesting date.
- (6) Represents RSUs. The RSUs vest as follows: 6.25% of the RSUs shall vest quarterly, starting February 17, 2022, subject to continued employment on each such vesting date.
- (7) Represents RSUs. The RSUs vest as follows: 6.25% of the RSUs shall vest quarterly, starting February 27, 2023, subject to continued employment on each such vesting date.
- (8) In January 2024, the Compensation and Human Capital Committee determined that Mr. Clark and Mr. Stewart earned 15,458 and 8,111 of the Bonus RSU Awards, respectively. The earned Bonus RSU Awards vest on February 15, 2025, subject to Mr. Clark’s and Mr. Stewart’s continuous service as an officer of the Company through such date; provided, however, that if, such officer’s employment is terminated other than for cause, such officer will receive 100% acceleration of vesting, subject to timely execution of a general release of claims in our favor. See “Annual Bonus Plan” above.
- (9) The market value is based on the closing price of our common stock as of December 29, 2023, the last trading day of the month, of \$25.54 per share.

**Named Executive Officer Offer Letters and Arrangements**

The initial terms and conditions of employment for each of our named executive officers are set forth in written offer letters. In March 2017, we entered into revised employment offer letters with each of Mr. Clark and Mr. Stewart, and we entered into an offer letter with Ms. Golzadeh in February 2019. Our offer letters with each of our named executive officers set forth the terms and conditions of such named executive officer’s employment with us, the terms of which are described below. Each of our named executive officers has also executed our standard form of confidential information and invention assignment agreement. Any potential payments and benefits due to our named executive officers upon a termination of employment or a change in control of us are further described below under the heading “Potential Payments and Benefits Upon Termination or Change in Control.”

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### ***Ralph A. Clark***

We entered into an initial offer letter with Ralph A. Clark, our President and Chief Executive Officer in July 2010, which set forth the initial terms and conditions of his employment with us. In March 2017, we entered into an amended and restated offer letter with Mr. Clark, which replaced and superseded Mr. Clark's prior offer letter. Mr. Clark's base salary for 2023 was \$450,000 per year. Based on input from the Compensation and Human Capital Committee's consultant, Aon, and review of salaries paid by companies in the Company's peer group, the Compensation and Human Capital Committee approved an increase of Mr. Clark's salary to \$472,500 in 2024, effective March 1, 2024. Mr. Clark was eligible to receive a 2023 annual bonus determined in the discretion of the Board or Compensation and Human Capital Committee, with the target bonus set at 100% of his base salary, also subject to adjustment by the Board or Compensation and Human Capital Committee. For 2023 and 2024, the Compensation and Human Capital Committee set Mr. Clark's target bonus amount at 100% of his base salary. Mr. Clark's employment is at will and may be terminated at any time, with or without cause.

### ***Alan R. Stewart***

We entered into an initial offer letter with Alan R. Stewart, our Chief Financial Officer, in January 2017, which set forth the initial terms and conditions of his employment with us. In March 2017, we entered into an amended and restated offer letter with Mr. Stewart, which replaced and superseded Mr. Stewart's prior offer letter. Mr. Stewart's base salary for 2023 was \$360,000 per year. Based on input from the Compensation and Human Capital Committee's consultant, Aon, and review of salaries paid by companies in the Company's peer group, the Compensation and Human Capital Committee approved an increase of Mr. Stewart's salary to \$378,000 in 2024, effective March 1, 2024. Mr. Stewart was eligible to receive a 2023 annual target bonus determined in the discretion of the Board or Compensation and Human Capital Committee. For 2023 and 2024, the Compensation and Human Capital Committee set Mr. Stewart's target bonus amount at 55% of his base salary. Mr. Stewart's employment is at will and may be terminated at any time, with or without cause.

### ***Nasim Golzadeh***

We entered into an offer letter with Nasim Golzadeh, our current Managing Director, Technologic and Executive Vice President, Investigative Solutions, in February 2019, which set forth the initial terms and conditions of her employment with us. Ms. Golzadeh's base salary for 2023 was \$315,000 per year. Based on input from the Compensation and Human Capital Committee's consultant, Aon, and review of salaries paid by companies in the Company's peer group, the Compensation and Human Capital Committee approved an increase of Ms. Golzadeh's salary to \$330,750 in 2024, effective March 1, 2024. Ms. Golzadeh was eligible to receive a 2023 annual target bonus determined in the discretion of the Board or Compensation and Human Capital Committee. For 2023, the Compensation and Human Capital Committee set Ms. Golzadeh's target bonus amount at 46% of her base salary. For 2024, the Compensation and Human Capital Committee set Ms. Golzadeh's target bonus amount at 46% of her base salary. Ms. Golzadeh's employment is at will and may be terminated at any time, with or without cause.

### **Potential Payments and Benefits upon Termination or Change in Control**

The offer letter agreements with each of Mr. Clark, Mr. Stewart and Ms. Golzadeh provide that if we terminate such named executive officer for any reason other than for cause, death or disability, such named executive officer would be entitled to receive the following severance benefits:

- payment of such officer's then-current base salary for a period of six months following the termination date; and
- acceleration of six months of vesting of then-unvested options (or, for Ms. Golzadeh only, options and RSUs) held by such executive officer.

In addition, if we terminate such named executive officer other than for cause, death or disability, or such named executive officer resigns his or her position with us for good reason, immediately prior to or within 12

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months of a change in control, then the named executive officer shall also be entitled to receive 100% acceleration of vesting of then-unvested options or held by such named executive officer upon such qualifying termination. Payment of any severance benefits is conditioned on the named executive officer's timely execution of a general release of claims in our favor.

The acceleration of vesting provisions as described above only govern the options (or, for Ms. Golzadeh only, options and RSUs) held by such executive officer as of the date of their respective offer letter agreements. The Bonus RSU Awards discussed under "Annual Bonus Plan" above vest in a single installment on February 15, 2025, subject to Mr. Clark's and Mr. Stewart's continuous service as an officer of the Company through such date; provided, however, that if Mr. Clark's or Mr. Stewart's employment is terminated other than for cause, he will receive 100% acceleration of vesting, subject to timely execution of a general release of claims in our favor. For other options and RSUs granted to each named executive officer other than (i) the Bonus RSU Awards and (ii) options or RSUs, as applicable, granted to such executive officer as of the date of their respective offer letter agreements, any vesting acceleration of then-unvested options or RSUs is subject to the terms of the applicable award agreement and/or determination of the Board prior to a change in control.

### **Incentive Compensation Recoupment Policy**

In November 2023 we implemented our Incentive Compensation Recoupment Policy, a Dodd-FrankAct-compliant clawback policy, as required by SEC rules. As a public company, if we are required to restate our financial results due to our material noncompliance with any financial reporting requirements under the federal securities laws as a result of misconduct, the Chief Executive Officer and Chief Financial Officer may be legally required to reimburse our Company for any bonus or other incentive-based or equity-based compensation they receive in accordance with the provisions of section 304 of the Sarbanes-Oxley Act of 2002, as amended.

### **Non-Employee Director Compensation**

The following table sets forth information regarding cash and non-cash compensation earned by or paid to our non-employee directors during the fiscal year ended December 31, 2023:

Name	Fees Earned or Paid in	Stock Awards	Total (\$)
	Cash (\$)	(\$)(1)(3)	
William J. Bratton	45,000	124,983	169,983
Deborah A. Grant	53,000	124,983	177,983
Roberta Jacobson	48,000	124,983	172,983
Pascal Levensohn <sup>(2)</sup>	—	227,861	227,861
Marc Morial	57,500	124,983	182,483
Ruby Sharma	60,000	124,983	184,983

- (1) The amounts reported do not reflect the amounts actually received by our non-employee directors. Instead, these amounts reported reflect the aggregate grant date fair value of all RSUs granted to our non-employee directors during fiscal year ended December 31, 2023, as computed in accordance with ASC 718. As required by SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. Assumptions used in the calculation of these amounts are included in Note 14 to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023. These amounts do not necessarily correspond to the actual value recognized or that may be recognized by the non-employee directors.
- (2) Mr. Levensohn elected to receive \$75,000 of his cash compensation for his service during 2023 in 3,414 RSUs. During 2023, Mr. Levensohn received an award of 561 RSUs with a grant date fair value of \$18,451.29, an award of 832 RSUs with a grant date fair value of \$18,154.24, an award of 1,020 RSUs with a grant date fair value of \$20,491.80, an award of 1,001 RSUs with a grant date fair value of \$20,770.75, and an award of a grant made on the date of the 2023 annual meeting of 6,849 RSUs with a grant date fair value of \$149,993.10.

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- (3) As of December 31, 2023, the aggregate number of shares underlying RSU awards outstanding held by our non-employee directors listed above were as follows: Mr. Bratton, 5,707 shares; Ms. Grant, 5,707 shares; Ambassador Jacobson, 5,707 shares; Mr. Levensohn, 6,849 shares; Mr. Morial, 5,707 shares and Ms. Sharma, 5,707 shares. As of December 31, 2023, the aggregate number of shares underlying outstanding options held by our non-employee directors were as follows: Mr. Morial, 11,765 shares.

### **Non-Employee Director Compensation Policy**

In accordance with our policy for the compensation of our non-employee directors (the “Non-Employee Director Compensation Policy”), the Board Chair was entitled to receive a retainer at an annualized rate of \$65,000 and each other non-employee director was entitled to receive a board service retainer at an annualized rate of \$40,000 during 2023. The chairs of our Audit Committee, our Compensation and Human Capital Committee and our Nominating and Corporate Governance Committee were entitled to receive committee chair service retainers at the annualized rate of \$20,000, \$10,000 and \$7,500, respectively, during 2023. Non-Chair members of our Audit Committee, Compensation and Human Capital Committee and Nominating and Corporate Governance Committee were entitled to receive committee service retainers at the annualized rate of \$10,000, \$5,000 and \$3,000, respectively, during 2023. We also reimburse all reasonable out-of-pocket expenses incurred by non-employee directors in attending meetings of our Board or any committee thereof. In accordance with the Non-Employee Director Compensation Policy, Mr. Levensohn elected to receive all cash compensation for his service in 2023 in RSUs in accordance with the policy.

In addition to cash compensation, under the Non-Employee Director Compensation Policy, each non-employee director was eligible to receive RSU awards pursuant to the 2017 Plan. Each non-employee director appointed during 2023 was eligible to receive a RSU (an “Initial Award”) with an aggregate grant date fair value of \$125,000, prorated for his or her days of service in the year of appointment until the next annual meeting of stockholders. On the date of each annual meeting of stockholders, each non-employee director in office immediately following such annual meeting was eligible to receive an RSU (an “Annual Award”) with an aggregate grant date fair value totaling \$125,000, except that the Chair was entitled to receive an Annual Award with additional fair market value of \$25,000. However, if the Chair of the Board was also the chair of any committee, the dollar value of the Initial Award or Annual Award shall be reduced by any cash compensation received as a result of such director’s chair role of such committee. Accordingly, each non-employee member of the Board received an Annual Award immediately following our meeting of stockholders with a grant date fair value of \$125,000.

Each Initial Award and Annual Award vests on the earlier of (i) the first anniversary of the date of grant and (ii) the date of the Company’s first annual meeting of stockholders following such grant date provided that such director is providing service to the Company as a member of the Board as of such date. In addition, the vesting of all RSUs granted under the Non-Employee Director Compensation Policy will accelerate in full upon a Change in Control (as defined in the 2017 Plan) or immediately prior to the effectiveness of a non-employee director’s resignation or removal (and contingent upon the effectiveness of a Change in Control) in the event that the non-employee director is required to resign his or her position as a non-employee director as a condition of the Change in Control or the non-employee director is removed from his or her position as a non-employee director in connection with the Change in Control. All awards made pursuant to the Non-Employee Director Compensation Policy are subject to the limitations on compensation payable to non-employee directors set forth in the 2017 Plan.

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### Equity Incentive Plans

The following table provides certain information with respect to all of our equity compensation plans in effect as of December 31, 2023.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)(#)	Weighted-average exercise price of outstanding options, warrants and rights (b)(\$)(1)	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a)) (c)(#)	(3)(4)
Equity compensation plans approved by security holders(2)	1,789,431	26.83	1,958,227	
Equity compensation plans not approved by security holders	—	—	—	
<b>Total</b>	<b>1,789,431</b>	<b>26.83</b>	<b>1,958,227</b>	

- (1) Excludes RSUs, which have no exercise price.
- (2) These plans consist of our 2005 Equity Incentive Plan, 2017 Equity Incentive Plan and 2017 Employee Stock Purchase Plan. No further grants were made under the 2005 Equity Incentive Plan after the effectiveness of our 2017 Equity Incentive Plan in 2017 in connection with our initial public offering. Does not include purchase rights accruing under the 2017 Employee Stock Purchase Plan because the purchase price (and therefore the number of shares to be purchased) will not be determined until the end of the applicable purchase period.
- (3) The number of shares of common stock reserved for issuance under the 2017 Equity Incentive Plan will automatically increase on January 1 of each year, beginning on January 1, 2018 and continuing through and including January 1, 2027, by 5% of the total number of shares of our capital stock outstanding on December 31 of the preceding calendar year, or a lesser number of shares determined by our Board. Pursuant to the terms of the 2017 Equity Incentive Plan, the Board authorized the automatic increase to the 2017 Equity Incentive Plan on January 1, for the year ended December 31, 2023.
- (4) The number of shares of common stock reserved for issuance under the 2017 Employee Stock Purchase Plan will automatically increase on January 1 of each year, beginning on January 1, 2018 and continuing through and including January 1, 2027, by the lesser of (i) 2% of the total number of shares of our common stock outstanding on the last day of the calendar month before the date of the automatic increase and (ii) 150,000 shares of our common stock or (iii) a lesser number of shares determined by our Board. Pursuant to the terms of the 2017 Employee Stock Purchase Plan, the Board authorized the automatic increase to the 2017 Employee Stock Purchase Plan on January 1, for the year ended December 31, 2023.

### Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Act and Item 402(v) of Regulation S-K, we are providing the following disclosure about the relationship between executive compensation actually paid for our principal executive officer, or PEO and average compensation actually paid to non-PEO named executive officers, or Non-PEO NEOs and certain financial performance of the Company. As a smaller reporting company, we are permitted and have elected to provide scaled pay versus performance disclosure. For further information regarding our compensation philosophy and how we seek to align executive compensation with the Company's performance, please refer to the "Executive Compensation" section above. The following table presents the pay versus performance information for our named executive officers. The amounts set forth below have been calculated in accordance with Item 402(v) of Regulation S-K. Use of the term "compensation actually paid" is



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required by the SEC’s rules and, as a result of the calculation methodology required by the SEC, such amounts differ from compensation actually received by the individuals and the compensation decisions described in this Proxy Statement:

<b>Year</b>	<b>Summary Compensation Table Total for PEO \$(1)</b>	<b>Compensation Actually Paid to PEO \$(2)</b>	<b>Average Summary Compensation Table Total for Non-PEO NEOs \$(3)</b>	<b>Average Compensation Actually Paid to Non-PEO NEOs \$(4)</b>	<b>Value of Initial Fixed \$100 Investment Based On Total Stockholder Return \$(5)</b>	<b>Net Income (Loss) \$(6)</b>
(a)	(b)	(c)	(d)	(e)	(f)	(g)
2023	4,708,087	3,010,978	1,469,708	1,232,663	68	(2,718,000)
2022	4,800,187	7,136,331	1,480,307	1,994,023	90	6,385,000
2021	2,156,301	1,763,580	987,997	820,561	78	(4,431,000)

- (1) The dollar amounts reported in column (b) are the amounts of total compensation reported for Mr. Clark (our Chief Executive Officer, or PEO) for 2023 and 2022 in the “Total” column of the Summary Compensation Table. Refer to “Executive Compensation—Summary Compensation Table” in this Proxy Statement.
- (2) The dollar amounts reported in column (c) represent the amount of “compensation actually paid” to Mr. Clark, as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual amount of compensation earned by or paid to Mr. Clark during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to Mr. Clark’s total compensation for each year to determine the compensation actually paid:

<b>Year</b>	<b>Reported Summary Compensation Table Total for PEO (\$)</b>	<b>Reported Value of Equity Awards(a) (\$)</b>	<b>Equity Award Adjustments(b) (\$)</b>	<b>Compensation Actually Paid to PEO (\$)</b>
2023	4,708,087	(4,250,287)	2,553,178	3,010,978
2022	4,800,187	(3,998,672)	6,334,816	7,136,331
2021	2,156,301	(1,350,272)	1,141,356	1,947,385

- (a) The grant date fair value of equity awards represents the total of the amounts reported in the “Stock Awards” and “Option Awards” columns in the Summary Compensation Table for the applicable year.
- (b) The equity award adjustments for each applicable year include the addition (or subtraction, as applicable) of the following: (i) the year-end fair value of any equity awards granted in the applicable year that are outstanding and unvested as of the end of the year; (ii) the amount of change as of the end of the applicable year (from the end of the prior fiscal year) in fair value of any awards granted in prior years that are outstanding and unvested as of the end of the applicable year; (iii) for awards that are granted and vest in same applicable year, the fair value as of the vesting date; (iv) for awards granted in prior years that vest in the applicable year, the amount equal to the change as of the vesting date (from the end of the prior fiscal year) in fair value; and (v) for awards granted in prior years that are determined to fail to meet the applicable vesting conditions during the applicable year, a deduction for the amount equal to the fair value at the end of the prior fiscal year. The valuation assumptions used to calculate fair values did not materially differ from

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those disclosed at the time of grant. The amounts deducted or added in calculating the equity award adjustments are as follows:

Fiscal Year	Fiscal Year End Fair Value of Equity Awards Granted in the Fiscal Year (\$)	Change in Fair Value from the End of the Prior Fiscal Year to the End of the Fiscal Year of Unvested Equity Awards	Fair Value as of Vesting Date of Equity Awards Granted in the Fiscal Year that Vested in the Fiscal Year (\$)	Change in Fair Value from the End of the Prior Fiscal Year to the Vesting Date of Equity Awards Granted in Prior Fiscal Years that Vested in the Fiscal Year (\$)	Fair Value at the End of the Prior Fiscal Year of Equity Awards that Failed to Meet Vesting Conditions in the Fiscal Year (\$)	Total Equity Award Adjustments (\$)
		Granted in Prior Fiscal Years that were Outstanding and Unvested at the End of the Fiscal Year (\$)				
2023	3,729,617	(1,126,494)	609,009	(658,954)	—	2,553,178
2022	5,048,119	256,676	1,155,307	(125,286)	—	6,334,816
2021	1,036,457	(216,127)	277,895	43,131	—	1,141,356

- (3) The dollar amounts reported in column (d) represent the average of the amounts reported for our Non-PEO NEOs as a group in the “Total” column of the Summary Compensation Table in each applicable year. The Non-PEO NEOs included for purposes of calculating the average amounts in each applicable year are as follows: (i) for 2023 and 2022, Mr. Stewart and Ms. Golzadeh; and (ii) for 2021, Mr. Stewart and Gary Bunyard.
- (4) The dollar amounts reported in column (e) represent the average amount of “compensation actually paid” to our Non-PEO NEOs as a group, as computed in accordance with Item 402(v) of Regulation S-K for each applicable year. The dollar amounts do not reflect the actual average amount of compensation earned by or paid to our Non-PEO NEOs as a group during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to average total compensation for our Non-PEO NEOs as a group for each year to determine the compensation actually paid, using the same methodology described above in Note (2):

Year	Average Reported Summary Compensation Table Total for Non-PEO NEOs (\$)	Average Reported Value of Equity Awards (\$)	Average Equity Award Adjustments(a) (\$)	Average Compensation Actually Paid to Non-PEO NEOs (\$)
2023	1,469,708	(1,066,408)	829,363	1,232,663
2022	1,480,307	(1,000,789)	1,514,505	1,994,023
2021	987,997	(425,009)	348,840	911,828

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(a) The amounts deducted or added in calculating the total average equity award adjustments are as follows:

Fiscal Year	Average Fiscal Year End Fair Value of Equity Awards Granted in the Fiscal Year (\$)	Average Change in Fair Value from the End of the Prior Fiscal Year to the End of the Fiscal Year of Unvested Equity Awards Granted in Prior Fiscal Years that were Outstanding and Unvested at the End of the Fiscal Year (\$)	Average Fair Value as of Vesting Date of Equity Awards Granted in the Fiscal Year that Vested in the Fiscal Year (\$)	Average Change in Fair Value from the End of the Prior Fiscal Year to the Vesting Date of Equity Awards Granted in Prior Fiscal Years that Vested in the Fiscal Year (\$)	Average Fair Value at the End of the Prior Fiscal Year of Equity Awards that Failed to Meet Vesting Conditions in the Fiscal Year (\$)	Total Average Equity Award Adjustments (\$)
2023	1,112,621	(264,074)	152,218	(171,403)	—	829,363
2022	1,188,160	100,518	270,581	(44,754)	—	1,514,505
2021	337,894	(86,286)	82,799	(14,433)	—	348,840

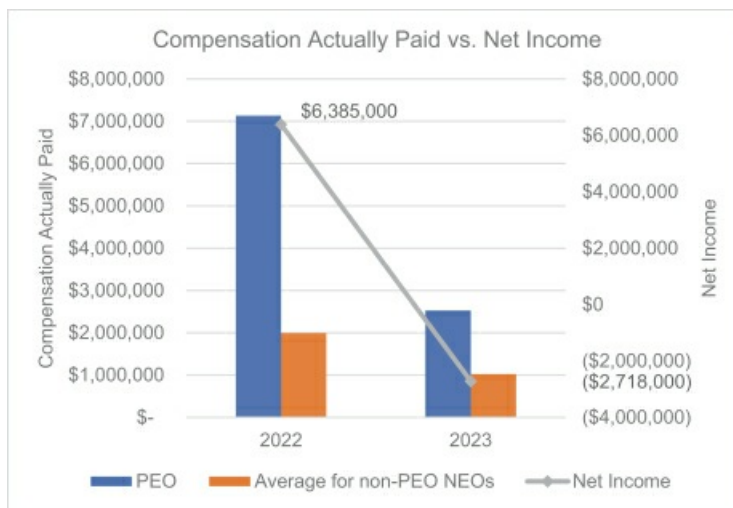
- (5) Cumulative TSR is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period.
- (6) The dollar amounts reported represent the amount of net income (loss) reflected in the Company's audited financial statements for the applicable year.

***Analysis of the Information Presented in the Pay Versus Performance Table***

In accordance with Item 402(v) of Regulation S-K, we are providing the following descriptions of the relationships between information presented in the Pay Versus Performance table above.

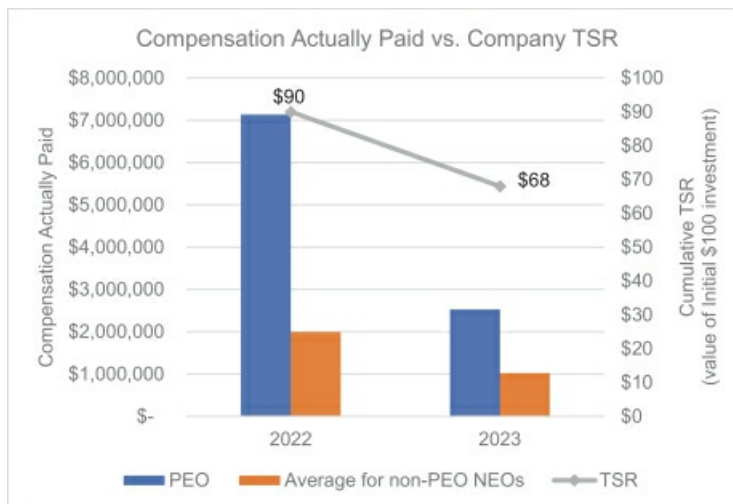
***Compensation Actually Paid and Net Income***

The chart below shows the relationship between the compensation actually paid to our PEO and the average compensation actually paid to our Non-PEO NEOs, on the one hand, to the Company's net income, on the other.



*Compensation Actually Paid and Cumulative TSR*

The chart below shows the relationship between the compensation actually paid to our PEO and the average compensation actually paid to our Non-PEO NEOs, on the one hand, to the Company’s cumulative total stockholder return, or TSR, over the three years presented in the table, on the other.



*All information provided above under the “Pay Versus Performance” heading will not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent the Company specifically incorporates such information by reference.*

**PROPOSAL 3  
RATIFICATION OF APPOINTMENT OF INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has appointed Baker Tilly US, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024 and has further directed that the Board submit this appointment for ratification by the stockholders at the Annual Meeting.

Baker Tilly US, LLP audited our financial statements for the years ended December 31, 2015 through 2023. Representatives of Baker Tilly US, LLP are expected to participate during the Annual Meeting, where they will be available to respond to appropriate questions and, if they desire, to make a statement.

Our Board is submitting this selection as a matter of good corporate governance and because we value our stockholders' views on our independent registered public accounting firm. Neither our amended and restated bylaws nor other governing documents or law require stockholder ratification of the selection of our independent registered public accounting firm. If the stockholders fail to ratify this selection, our Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, our Audit Committee may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of SoundThinking and its stockholders.

**Principal Accountant Fees and Services**

The following table provides the aggregate fees for services provided by Baker Tilly US, LLP for the fiscal years ended December 31, 2023 and 2022.

	<b>Fiscal Year Ended December 31,</b>	
	<b>2023</b>	<b>2022</b>
Audit Fees <sup>(1)</sup>	\$ 603,198	\$ 465,620
Audit-related Fees <sup>(2)</sup>	—	8,400
Tax Fees	—	—
All Other Fees	—	—
<b>Total Fees</b>	<b><u>\$ 603,198</u></b>	<b><u>\$ 474,020</u></b>

- (1) Consists of fees billed for professional services rendered in connection with the audit of our consolidated financial statements, including audited financial statements presented in our Annual Report on Form 10-K, review of the interim consolidated financial statements included in our quarterly reports and services normally provided in connection with regulatory filings.
- (2) Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not reported under "Audit Fees."

**Pre-Approval Procedures**

Consistent with the requirements of the SEC and the Public Company Accounting Oversight Board, regarding auditor independence, the Audit Committee has responsibility for appointing, setting compensation, retaining and overseeing the work of our independent registered public accounting firm. In recognition of this responsibility, the Audit Committee pre-approves all audit and non-audit services rendered by our independent registered public accounting firm, Baker Tilly US, LLP. Such pre-approval may be given as part of the Audit Committee's approval of the scope of the engagement of the independent auditor or on an individual, explicit, case-by-case basis before the independent auditor is engaged to provide each service.

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All of the services provided by Baker Tilly US, LLP for our fiscal years ended December 31, 2023 and 2022 described above were pre-approved by the Audit Committee. Our Audit Committee has determined that the rendering of services other than audit services by Baker Tilly US, LLP is compatible with maintaining the principal accountant's independence.

**THE BOARD OF DIRECTORS RECOMMENDS  
A VOTE FOR PROPOSAL 3.**

**REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2023 with the management of SoundThinking, Inc. The Audit Committee has also reviewed and discussed such financial statements with Baker Tilly US, LLP, the Company's independent registered public accounting firm, with and without management present. The Audit Committee has discussed with its independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees," issued by the Public Company Accounting Oversight Board (the "PCAOB"). The Audit Committee has also received the written disclosures and the letter from its independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm's independence. Based on the foregoing, the Audit Committee has recommended to our Board that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

*The Audit Committee*

Ruby Sharma (Chair)  
Pascal Levensohn  
Marc Morial

*The material in this report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of SoundThinking, Inc. under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth the beneficial ownership of our common stock as of April 17, 2024, for:

- each person, or group of affiliated persons, who is known by us to beneficially own more than 5% of our common stock;
- each of our named executive officers (as such term is defined in “Executive and Director Compensation” below);
- each of our directors; and
- all of our executive officers and directors as a group.

The percentage ownership information shown in the table is based upon 12,793,456 shares of common stock outstanding as of April 17, 2024.

We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, the rules include shares of common stock that may be issuable upon settlement of outstanding RSUs on or before June 16, 2024 or that may be issuable pursuant to the exercise of stock options or warrants that are either immediately exercisable or exercisable on or before June 16, 2024, which is 60 days after April 17, 2024. These shares are deemed to be outstanding and beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

Except as otherwise noted below, the address for persons listed in the table is c/o SoundThinking, Inc., 39300 Civic Center Dr., Suite 300, Fremont California 94538.

Name of Beneficial Owner	Beneficial Ownership	
	Number of Shares	Percentage of Total
<i>5% or greater stockholders:</i>		
Entities affiliated with Lauder Partners LLC <sup>(1)</sup>	2,255,406	17.6%
Federated Hermes, Inc. <sup>(2)</sup>	1,315,000	10.3%
Nine Ten Capital Management LLC <sup>(3)</sup>	930,682	7.3%
Bares Capital Management, Inc. <sup>(4)</sup>	739,213	5.8%
Gilder, Gagnon, Howe & Co. LLC <sup>(5)</sup>	719,247	5.6%
<i>Named executive officers and directors</i>		
William J. Bratton <sup>(6)</sup>	27,565	*
Deborah A. Grant <sup>(7)</sup>	10,966	*
Roberta Jacobson <sup>(8)</sup>	12,589	*
Pascal Levensohn <sup>(9)</sup>	34,251	*
Marc Morial <sup>(10)</sup>	39,942	*
Ruby Sharma <sup>(11)</sup>	12,176	*
Ralph A. Clark <sup>(12)</sup>	686,139	5.3%
Alan R. Stewart <sup>(13)</sup>	148,073	1.2%
Nasim Golzadeh <sup>(14)</sup>	127,324	*
All current executive officers and directors as a group (10 persons) <sup>(15)</sup>	1,174,122	9.2%

\* Represents beneficial ownership of less than 1% of the total outstanding common.



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- (1) Based on a Schedule 13G/A filed with the SEC on February 9, 2022, reporting beneficial ownership as of December 31, 2021. Consists of: (i) 1,019,529 shares of common stock held by The Gary M. Lauder Revocable Trust; (ii) 1,136,725 shares of common stock held by Lauder Partners LLC; (iii) 91,000 shares of common stock held by Gary M. Lauder 2015 Trust; and (iv) 8,152 shares of common stock held directly by Mr. Lauder. Mr. Lauder is a Trustee of The Gary M. Lauder Revocable Trust and Gary M. Lauder 2015 Trust and the General Partner of Lauder Partners LLC and has sole voting and dispositive power over the 2,255,406 shares. The address for The Gary M. Lauder Revocable Trust and Lauder Partners LLC is 40th Floor, 767 Fifth Ave., New York, NY 10153.
- (2) Based on a Schedule 13G/A filed with the SEC on January 18, 2024, reporting beneficial ownership as of December 31, 2023. Federated Hermes, Inc. (the “Federated Parent”) is the parent holding company of Federated Equity Management Company of Pennsylvania and Federated Global Investment Management Corp. (the “Federated Investment Advisers”), which act as investment advisers to registered investment companies and separate accounts that collectively own 1,315,000 shares of common stock. The Federated Investment Advisers are wholly owned subsidiaries of FII Holdings, Inc., which is a wholly owned subsidiary of the Federated Parent. All of the Federated Parent’s outstanding voting stock is held in the Voting Shares Irrevocable Trust for which Thomas R. Donahue, Ann C. Donahue and J. Christopher Donahue act as trustees. The address of Federated Hermes, Inc. is 1001 Liberty Avenue, Pittsburgh, PA 15222-3779.
- (3) Based on a Schedule 13G/A filed with the SEC on February 12, 2024, reporting beneficial ownership as of December 31, 2023. Consists of 930,682 shares over which Nine Ten Capital Management LLC has sole voting and dispositive power over the shares. The address for Nine Ten Capital Management LLC is 20 N Wacker Dr, Suite 2825, Chicago, IL 60606.
- (4) Based on a Schedule 13G filed with the SEC on February 14, 2024, reporting beneficial ownership as of December 31, 2023. Consists of 739,213 shares over which Bares Capital Management, Inc. and Brian Bares have shared voting and dispositive power over the shares. The address for Bares Capital Management, Inc. is 12600 Hill Country Blvd, Suite R-230, Austin, TX 78738
- (5) Based on a Schedule 13G/A filed with the SEC on February 9, 2024, reporting beneficial ownership as of December 31, 2023. Consists of 719,247 shares held in customer accounts over which partners and/or employees of the Gilder, Gagnon, Howe & Co. LLC have shared power and discretionary authority to dispose of or direct the disposition of the shares. The address for Gilder, Gagnon, Howe & Co. LLC is 475 10th Avenue, New York, NY 10018.
- (6) Consists of: (i) 21,858 shares of common stock held directly by Mr. Bratton; and (ii) 5,707 shares of common stock issuable pursuant to RSUs vesting within 60 days of April 17, 2024.
- (7) Consists of: (i) 5,259 shares of common stock held directly by Ms. Grant; and (ii) 5,707 shares of common stock issuable pursuant to RSUs vesting within 60 days of April 17, 2024.
- (8) Consists of: (i) 6,882 shares of common stock held directly by Ambassador Jacobson; and (ii) 5,707 shares of common stock issuable pursuant to RSUs vesting within 60 days of April 17, 2024.
- (9) Consists of: (i) 27,402 shares of common stock held directly by Mr. Levensohn; and (ii) 6,849 shares of common stock issuable pursuant to RSUs expected to settle within 60 days of April 17, 2024.
- (10) Consists of: (i) 22,470 shares of common stock held directly by Mr. Morial; (ii) 11,765 shares of common stock issuable under outstanding stock options exercisable within 60 days of April 17, 2024; and (iii) 5,707 shares of common stock issuable pursuant to RSUs expected to settle within 60 days of April 17, 2024.
- (11) Consists of: (i) 6,469 shares of common stock held directly by Ms. Sharma; and (ii) 5,707 shares of common stock issuable pursuant to RSUs vesting within 60 days of April 17, 2024.
- (12) Consists of: (i) 459,520 shares of common stock held directly by Mr. Clark; (ii) 212,842 shares of common stock issuable under outstanding stock options exercisable within 60 days of April 17, 2024; and (iii) 13,777 shares of common stock expected to settle pursuant to RSUs within 60 days of April 17, 2024.
- (13) Consists of: (i) 95,140 shares of common stock held directly by Mr. Stewart; (ii) 3,750 shares held by Jennifer K. Stewart 401(k) Plan; (iii) 44,335 shares of common stock issuable under outstanding stock options exercisable within 60 days of April 17, 2024; and (iv) 4,848 shares of common stock expected to settle pursuant to RSUs within 60 days of April 17, 2024.

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- (14) Consists of: (i) 22,491 shares of common stock held directly by Ms. Golzadeh; (ii) 100,236 shares of common stock issuable under outstanding stock options exercisable within 60 days of April 17, 2024; and (iii) 4,597 shares of common stock issuable pursuant to RSUs expected to settle within 60 days of April 17, 2024.
- (15) Consists of: (i) 690,592 shares of common stock; (ii) 59,811 shares of common stock expected to issue upon settlement of RSUs within 60 days of April 17, 2024; and (iii) 423,719 shares of common stock issuable under outstanding stock options exercisable within 60 days of April 17, 2024 held by our current executive officers and directors.

**DELINQUENT SECTION 16(A) REPORTS**

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who own more than 10% of a registered class of the Company's equity securities, to file with the SEC reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2023, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with, except that one report was filed late for each of Ralph Clark, Alan Stewart and Pascal Levensohn, with each such late-filed report covering one transaction and two reports were filed late for Gary Bunyard and Nasim Golzadeh, with each such late report covering one transaction.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We had no transactions that have occurred since January 1, 2022 and to which we were a party, in which the amount involved exceeded or will exceed the lesser of (x) \$120,000 or (y) 1% of the average of our total assets at December 31, 2022 and 2023, and in which any of our directors, executive officers or holders of more than 5% of our capital stock, of an affiliate or immediate family member thereof, has or will have a direct or indirect material interest, other than those already described in this Proxy Statement under the heading “Executive and Director Compensation.”

### Related-Person Transactions Policy and Procedures

We have a Related-Person Transaction Policy that sets forth our procedures for the identification, review, consideration and approval or ratification of related-person transactions. For purposes of our policy only, a related-person transaction is a transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships, in which we and any related-person are, were or will be participants in which the amount involves exceeds \$120,000. Transactions involving compensation for services provided to the Company as an employee or director are not covered by this policy. A related person is any executive officer, director or beneficial owner of more than 5% of any class of our voting securities, including any of their immediate family members and any entity owned or controlled by such persons.

Under the policy, if a transaction has been identified as a related-person transaction, including any transaction that was not a related-person transaction when originally consummated or any transaction that was not initially identified as a related-person transaction prior to consummation, our management must present information regarding the related-person transaction to our Audit Committee, or, if Audit Committee approval would be inappropriate, to another independent body of our Board, for review, consideration and approval or ratification. The presentation must include a description of, among other things, the material facts, the interests, direct and indirect, of the related persons, the benefits to us of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to or from employees generally. Under the policy, we will collect information that we deem reasonably necessary from each director, executive officer and, to the extent feasible, significant stockholder to enable us to identify any existing or potential related-person transactions and to effectuate the terms of the policy.

In addition, under our Code of Business Conduct and Ethics, our employees and directors have an affirmative responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

In considering related-person transactions, our Audit Committee, or other independent body of our Board, will take into account the relevant available facts and circumstances including, but not limited to:

- whether the related-person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances; and
- the risks, costs and benefits to us; the extent of the related person’s interest in the transaction.

The policy requires that, in determining whether to approve, ratify or reject a related-person transaction, our Audit Committee, or other independent body of our Board, must consider, in light of known circumstances, whether the transaction is in, or is not inconsistent with, our best interests and those of our stockholders, as our Audit Committee or other independent body of our Board, determines in the good faith exercise of its discretion.

## STOCKHOLDER PROPOSALS FOR THE 2025 ANNUAL MEETING OF STOCKHOLDERS

Stockholders of the Company may submit proposals that they believe should be voted upon at the Company's annual meeting of Stockholders or nominate persons for election to the Board.

Pursuant to Rule 14a-8 under the Exchange Act, stockholder proposals meeting certain requirements may be eligible for inclusion in the Company's proxy statement for the Company's 2025 annual meeting of stockholders. To be eligible for inclusion in the Company's 2025 proxy statement, any such stockholder proposals must be submitted in writing to the Corporate Secretary the Company no later than December 30, 2024, in addition to complying with certain rules and regulations promulgated by the SEC. The submission of a stockholder proposal does not guarantee that it will be included in the Company's proxy statement.

To be timely, a stockholder's notice must be received by the Corporate Secretary at the principal executive offices of the Company not later than the close of business on the 90th day nor earlier than the close of business on the 120th day before the first anniversary of the 2024 annual meeting of stockholders, unless the date of the 2025 annual meeting of stockholders is advanced by more than 30 days or delayed by more than 30 days from the anniversary of the 2024 annual meeting of stockholders. For the Company's 2025 annual meeting of stockholders, this means that any such proposal or nomination must be submitted no earlier than February 11, 2025 and no later than March 13, 2025. If the date of the 2025 annual meeting of stockholders is advanced by more than 30 days or delayed by more than 30 days from the anniversary of the 2024 annual meeting of stockholders, the stockholder must submit any such proposal or nomination no earlier than the close of business on the 120th day prior to the 2025 annual meeting of stockholders and not later than the close of business on the later of the 90th day prior to the 2025 annual meeting of stockholders, or the 10th day following the day on which public announcement of the date of the 2025 annual meeting of stockholders is first made by the Company.

Notices of any proposals or nominations for the Company's 2025 annual meeting of stockholders should be sent to our Corporate Secretary, SoundThinking, Inc., 39300 Civic Center Dr., Suite 300, Fremont, California 94538.

## HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Annual Meeting materials with respect to two or more stockholders sharing the same address by delivering a single set of Annual Meeting materials addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders, cost savings for companies and the reduction of environmental impact. Householding is available to both registered stockholders and beneficial owners of shares held in street name.

This year, a number of brokers with account holders who are SoundThinking stockholders will be “householding” the Company’s proxy materials. A single Notice of Internet Availability of Proxy Materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from us (if you are a stockholder of record) or from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate set of Annual Meeting materials, please notify your broker or SoundThinking. Direct your written request to SoundThinking, Inc., Attn Corporate Secretary, 39300 Civic Center Dr., Suite 300, Fremont, California 94538, or contact us at 1-510-794-3100. Stockholders who currently receive multiple copies of the Annual Meeting materials at their addresses and would like to request “householding” of their communications should contact their brokers.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC.

Our SEC filings are also available to the public from commercial document retrieval services and at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). You may also read and copy any document we file with the SEC at our website at [ir.soundthinking.com](http://ir.soundthinking.com).

You should rely on the information contained in this document to vote your shares at the Annual Meeting. We have not authorized anyone to provide you with information that is different from what is contained in this document. You should not assume that the information contained in this document is accurate as of any date other than the date hereof, and the mailing of this document to stockholders at any time after that date does not create an implication to the contrary.

**OTHER MATTERS**

Our Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the associated proxy to vote on such matters in accordance with their best judgment.

**We have filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 with the SEC. It is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Stockholders can also access this Proxy Statement and our Annual Report on Form 10-K at [ir.soundthinking.com](http://ir.soundthinking.com), or a copy of our Annual Report on Form 10-K for the year ended December 31, 2023 is available without charge upon written request to our Corporate Secretary at 39300 Civic Center Dr., Suite 300, Fremont, California 94538.**



**APPENDIX A**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**

In this Proxy Statement, we provide the following non-GAAP financial measure:

**Adjusted EBITDA:** Adjusted EBITDA, a non-GAAP financial measure, represents the Company's net income (loss) before interest (income) expense, income taxes, depreciation, amortization and impairment, stock-based compensation expense and acquisition-related expenses, including adjustments to the Company's contingent consideration obligation. Adjusted EBITDA is a measure used by management internally to understand and evaluate the Company's core operating performance and trends across accounting periods and in connection with developing future operating plans, making strategic decisions regarding the allocation of capital and considering initiatives focused on cultivating new markets for its solutions. In particular, the exclusion of these expenses in calculating Adjusted EBITDA facilitates comparisons of the Company's operating performance on a period-to-period basis.

The following table presents a reconciliation of Adjusted EBITDA to GAAP net income (loss), the most directly comparable GAAP measure, for each of the periods indicated (in thousands):

	<b>Year Ended</b>	
	<b>December 31,</b>	
	<b>2023</b>	<b>2022</b>
	<b>(Unaudited)</b>	
GAAP net income (loss)	\$ (2,718)	\$ 6,385
<i>Less:</i>		
Interest (income) expense, net	48	(45)
Income taxes	1,204	1,167
Depreciation and amortization	10,752	9,199
Stock-based compensation expense	9,982	8,282
Change in fair value of contingent consideration	(5,686)	(9,154)
Acquisition-related expenses	767	101
Adjusted EBITDA	<u>\$14,349</u>	<u>\$15,935</u>



Using a **black ink pen**, mark your votes with an X as shown in this example.   
Please do not write outside the designated areas.

**SOUNDTHINKING, INC. Annual Meeting Proxy Card**

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**A Proposals – The Board of Directors recommend a vote FOR all the nominees listed in Proposal 1, a vote FOR Proposal 2 and a vote FOR Proposal 3.**

1. Election of Class I Directors:

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01 - William J. Bratton	<input type="checkbox"/>	<input type="checkbox"/>	02 - Deborah A. Grant	<input type="checkbox"/>	<input type="checkbox"/>

2. Advisory approval of the compensation of the Company's named executive officers.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Ratification of the appointment of Baker Tilly US, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**NOTE:** In their discretion, the proxy-holders are authorized to vote upon such other business as may properly come before the meeting and any adjournment or postponement thereof.

**B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



1 U P X



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

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**Proxy – SoundThinking, Inc.**

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**Notice of 2024 Annual Meeting of Stockholders**

**June 11, 2024 9:00 a.m. Pacific Time**

**Proxy Solicited on behalf of the Board of Directors**

The undersigned hereby appoints Ralph A. Clark and Alan R. Stewart, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes each of them to represent and vote, as provided below, all the shares of SoundThinking, Inc. Common Stock which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the 2024 Annual Meeting of Stockholders of SoundThinking, Inc. (the "Meeting") to be held on Tuesday, June 11, 2024 at 9:00 a.m. Pacific Time virtually via the Internet at meetnow.global/MMAL92P and or at any adjournment or postponement thereof, with all powers which the undersigned would possess if present at the Meeting.

**UNLESS A CONTRARY DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED "FOR" ALL OF THE NOMINEES FOR DIRECTOR LISTED IN PROPOSAL NO. 1, "FOR" PROPOSAL NO. 2, AND "FOR" PROPOSAL NO. 3, AS MORE SPECIFICALLY DESCRIBED IN THE PROXY STATEMENT. IF SPECIFIC INSTRUCTIONS ARE INDICATED, THIS PROXY WILL BE VOTED IN ACCORDANCE THEREWITH. IN THEIR DISCRETION, THE PROXIES OF THE UNDERSIGNED ARE AUTHORIZED TO VOTE UPON ANY AND ALL OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING AND AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF.**

(Continued and to be marked, dated and signed, on the other side)